



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company No. 6523366

The Registrar of Companies for England and Wales hereby certifies that

**AGE CONCERN RUNNYMEDE**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **4th March 2008**



**\*N06523366I\***



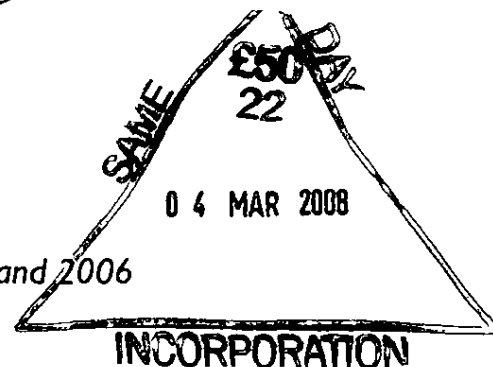
*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

014269/50

012810



The Companies Acts 1985, 1989 and 2006

## Memorandum of Association of Age Concern Runnymede

TUESDAY



- 1 The name of the Company (hereinafter called "the Charity") is Age Concern Runnymede
- 2 The registered office of the Charity shall be situate in England and Wales
- 3 The object for which the Charity is established is  
To promote the relief of elderly people in any manner which now or hereafter may be deemed by law to be charitable in and around Runnymede (hereinafter called "the area of benefit")
- 4 The Charity shall have the following powers exercisable in furtherance of its said object but not further or otherwise, namely

### Activities

- a) to encourage, promote and organise direct services appropriate to the needs of individual elderly people or groups of elderly people and if thought fit to make reasonable charges for any services provided hereunder
- b) to promote and organise co-operation in the achievement of the above object and to that end to support, join in with and co-operate with other charities, voluntary bodies, statutory authorities and other organisations operating in furtherance of the object or of similar charitable purposes and to exchange information and advice with them
- c) to establish, support, undertake or execute any charitable trusts, associations or institutions formed for all or any of the objects
- d) to promote and carry out, or assist in promoting and carrying out, surveys, investigations and research
- e) to provide food drink and refreshments as appropriate but only for persons participating in the activities of the Charity
- f) to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes and training courses
- g) to publish books, pamphlets, reports, leaflets, journals, films, videos, tapes and other material
- h) to appoint and constitute such advisory committees as the Board of Trustees (hereafter referred to as "the Board" and as further described in Article 1 of the Articles of Association) may think fit

**Property**

- i) to purchase, take on lease or in exchange hire or otherwise acquire any property and build, improve maintain and equip any building or buildings which may be necessary for any of the purposes of the Charity
- j) to sell, lease or otherwise dispose of all or any part of the Charity's property, subject to complying with the restrictions on disposals imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by section 36(9)(b) or section 36(10) of that Act

**Finance**

- k) to obtain, collect and receive funds by means of contributions, donations, subscriptions, investment, deeds of covenant, legacies, the sale of donated goods or of those goods produced by elderly people in direct furtherance of the object of the Charity, grants, loans or any other lawful method and to receive gifts of property of any description and to trade in direct furtherance of its object, including the sale of goods produced by elderly people and to sell donated goods and otherwise to carry on trade which is temporary or ancillary to the object of the Charity, but otherwise the Charity shall not undertake any substantial permanent trading activities in raising funds for the object of the Charity
- l) to borrow money for the purposes of the Charity on such terms and on such security as may be thought fit including mortgaging all or any part of the Charity's property as security for repayment of the money borrowed subject to complying with the restrictions on mortgages imposed by section 38 of the Charities Act 1993
- m) to operate a bank or building society account or accounts in the name of the Charity
- n) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity

**Employment, etc.**

- o) to engage or employ such persons (whether as employees consultants advisers or however) as may be requisite to the promotion of the purposes of the Charity and on such reasonable terms and at such reasonable remuneration as may be thought fit and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants

**Investment**

- p) to invest the monies of the Charity not immediately required for its own purposes in or upon such investments, securities or property of whatsoever nature and wherever situate as may be thought fit (including, for the avoidance of doubt but without limiting the effect of this power, shares in a private company) to the intent that the Charity shall have the same full and unrestricted powers of investing and transposing investments as an absolute beneficial owner

PROVIDED THAT the Board shall seek written professional advice from a person of standing who is authorised to give investment advice under the Financial Services and Markets Act 2000 or other relevant legislation, before exercising such powers unless the Board reasonably concludes it is unnecessary or inappropriate to do so

**Insurance**

- q) to apply monies in insuring any buildings being the property of the Charity at their full value

- r) to insure and arrange insurance cover for and to indemnify the officers servants and voluntary workers of the Charity and its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit
- s) to provide insurance to cover the liability of the Trustees
  - (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity,
  - (b) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986
- t) Any such insurance in the case of (s)(a) shall not extend to
  - (a) any liability resulting from conduct which the Trustees knew, or must reasonably assumed to have known, was not in the best interests of the Charity, or where the trustees did not care whether such conduct was in the best interests of the Charity or not,
  - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees,
  - (c) any liability to pay a fine or regulatory penalty
- u) Any insurance in the case of (s)(b) shall not extend to any liability to make such contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of that Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation

#### **Copyright, etc.**

- v) to acquire copyrights, trade marks and other rights and privileges for the purposes of the Charity and grant licences conferring the right to use the name of the Charity or such other copyrights, trade marks, rights and privileges of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitation

#### **General**

- w) to do all such other lawful things as shall further the attainment of the above object
- 5 The income and property of the Charity shall be applied solely towards the promotion of the object and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity,

PROVIDED THAT nothing herein shall prevent the payment, in good faith by the Charity

- A) of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a Trustee) for any services rendered to the Charity, provided nevertheless that a Trustee shall be entitled to be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out any business of the Charity,
- B) of interest on money lent by any member of the Charity or a Trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Board,

- C) of reasonable and proper rent for property conveyed or let by any member of the Charity or a Trustee,
  - D) of fees remuneration or other benefit in money or money's worth to a company of which a Trustee may also be a member holding not more than one hundredth part of the issued capital of such company
  - E) of any premium any premium in respect of any indemnity insurance to cover the liability of the Trustees which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity Provided that any such insurance shall not extend to any claim arising from liability resulting from the conduct which the Trustees knew, or must reasonably be assumed to have known, was not in the best interests of the Charity, or where the Trustees did not care whether such conduct was in the best interests of the Charity or not, and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees
- 6 No alteration of Clause 3 above or Clause 9 below or any other alteration within section 64(2)(b) of the Charities Act 1993 shall be made without the prior approval of the Charity Commissioners or the High Court
- 7 The liability of the members is limited
- 8 All members of the Charity undertake to contribute to the assets of the Charity, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Charity contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding one pound
- 9 If the Charity is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the objects of this Charity, which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on this Charity by Clause 5 above, to be chosen by the members of the Charity at or before the time of dissolution in consultation with Age Concern Surrey (Registered Charity No 1036450) or other similar organisation operating in the Borough of Runnymede and if that cannot be done, then to some other charitable object

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association

Dated 29-02-2008

**Signatures, Names and Addresses of Subscribers:**

Signed by Keith Thompson )

of Age Concern Runnymede )

Address



15A Clarence Street, Egham, Surrey TW20  
9RL

In the presence of

Name

Address



S. E. BARROWCLIFFE

7 FARM CLOSE

STAINES MIDDLESEX

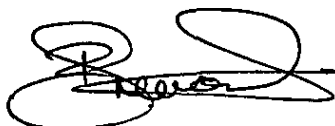
Occupation

ORCHARD DAY CENTRE MANAGER.

Signed by Paul Greenwood )

of Age Concern Runnymede )

Address



30 Waverley Drive, Chertsey, Surrey KT16  
9PG

In the presence of

Name

Address



P. J. TAYLOR

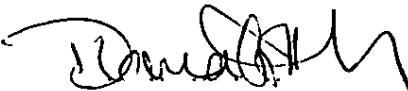
8 BROAD CLOSE

RYFORD SURREY

Occupation

DEVELOPER

Signed by Diana Cotty  
of Age Concern Runnymede

)   
)

Address

Little Court, Dockett Eddy, Chetsey, Surrey  
KT16 8LS

In the presence of

Name



Address

JANICE WALLACE  
42 Claremont Rd  
Slaines, Surrey TW18 3AS

Occupation

Transport Co-ordinator

Signed by Rosemary Hatton  
of Age Concern Runnymede

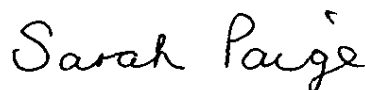
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Address

Crimscote, Berry Lane, Worplesdon,  
Guildford, Surrey GU3 3PU

In the presence of

Name



Address

SARAH PAIGE  
7 QUEENSWAY SOUTH  
WALTON-ON-THAMES  
SURREY. KT12 5QU

Occupation

CHARITY ADMINISTRATOR

Signed by Doreen Weavers  
of Age Concern Runnymede

)

*D. Weavers*

)

Address

1B Meadow Way, Addlestone, Surrey KT15  
1UF

In the presence of

*S. E. Barrowcliffe*

Name

S. E. BARROWCLIFFE

Address

7 FARM CLOSE

STAINES MIDDLESEX

Occupation

ORCHARD DAY CENTRE MANAGER

Signed by Brenda Cobban  
of Age Concern Runnymede

)

*B. Cobban*

)

Address

66 Longbourne Way, Chertsey, Surrey KT16  
9ED

In the presence of

*Eleanor Jones*

Name

ELEANOR JONES

Address

87 Queens Road  
Aldershot, HANTS GU11 3LA

Occupation

CHARITY MANAGER



*The Companies Acts 1985, 1989 and 2006*  
*Company Limited by Guarantee and not having a Share Capital*

**Articles of Association**  
**of**  
**Age Concern Runnymede**

**General**

- 1 In these Articles, if not inconsistent with the subject or context  
‘**the Acts**’ means the Companies Act 1985 and Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force  
‘**the 1985 Act**’ means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force  
‘**the 2006 Act**’ means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force  
‘**the Charity**’ means the above-named company  
‘**clear days**’ in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect  
‘**the Board**’ means the Board of Trustees of the Charity which has the general control and management of the administration of the charity and forms the body of Trustees as defined in the Charities Act 1993  
‘**month**’ means calendar month  
‘**the Office**’ means the registered office of the Charity  
‘**the United Kingdom**’ means Great Britain and Northern Ireland  
‘**in writing**’ means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form  
Words importing the singular only shall include the plural, and vice versa,  
Words importing the feminine only shall include the masculine, and vice versa,  
Words importing persons shall include corporations  
Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company
- 2 The Charity is established for the purposes expressed in the Memorandum of Association

## Membership of the Charity

- 3 A) Membership of the Charity shall consist of
- (i) the subscribers to the Memorandum of Association,
  - (ii) one person appointed to be a member of the Charity by those voluntary organisations, departments of central government or of the local statutory authorities, any body corporate or unincorporated association serving or operating in all or part of the area of benefit, and individual persons aged eighteen or over who are interested in furthering the work of the charity
- B) Membership shall be open on such terms and conditions as the Charity may from time to time determine in General Meetings, or as determined by the Board subject to review by the Charity at a General Meeting
- C) Organisations or individuals being in sympathy with the object of the Charity may apply to be associate members of the Charity on such terms and conditions as the Board may determine but in any event associate members shall not be entitled to vote at General Meetings of the Charity
- 4 The Board shall have the right to refuse any application for membership without giving any reason therefor
- 5 The Board shall have the right for any good and sufficient reason to terminate the membership of any member or refuse renewal of any existing membership PROVIDED ALWAYS that the member concerned shall have a right to be heard by the Board before a final decision is made and that there shall be a right of appeal against a decision to terminate membership at a General Meeting of the Charity
- 6 The Charity shall keep a register of members in accordance with the 1985 Act, and every member of the Charity shall either sign a written consent to become a member or sign the register of members on becoming a member

## General Meetings

- 7 A) The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place (subject to paragraph B) below) as may be determined by the Charity
- B) 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 so long as the Charity 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
- 8 The Charity shall hold at least two Ordinary General Meetings in each calendar year All meetings other than Annual General Meetings and Ordinary General Meetings shall be called Extraordinary General Meetings
- 9 Subject to Articles 7 and 8, the Board may whenever it thinks fit convene any General Meeting Extraordinary General Meetings may also be convened on a members' requisition as provided by the 2006 Act
- 10 At least twenty-one days' notice in writing shall be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution At least fourteen days' notice in writing shall be given of every other General Meeting
- PROVIDED THAT

A General Meeting shall be called by shorter notice if it is so agreed

- a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at that meeting, and
- b) in the case of any other meeting by such proportion of them as is prescribed by the 2006 Act or determined by the Charity in accordance with the 2006 Act

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting, shall specify the meeting as such

The notice shall be given to all the members and to the members of the Board and auditors

- 11 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

## Proceedings at General Meetings

- 12 The business to be transacted at an Annual General Meeting shall include
  - a) the consideration of audited accounts of the Charity,
  - b) the reports of the Board and of the Auditors,
  - c) the election of members of the Board (when appropriate), and
  - d) the appointment of, and the fixing of the remuneration of, the Auditors
- 13 No business shall be transacted at any General Meeting unless a quorum is present Unless otherwise decided by the members in General Meeting one-fifth of the members shall be a quorum
- 14 If such a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such time and place as the Board may determine
- 15 The Chair of the Board shall preside as Chair at every General Meeting, and shall have the right to attend all meetings of committees and other task groups or advisory groups If at any meeting the Chair shall not be present within fifteen minutes after the time appointed for the meeting, or shall be unwilling to preside, and if the Deputy Chair is not present or is unwilling to preside, the members of the Board present shall choose some member of the Board to act as Chair and if only one member of the Board is present and willing to act, that member shall be Chair If no such member of the Board be present, or if all the members of the Board present decline to take the chair, the members of the Charity present shall choose one of their number to preside
- 16 The Chair 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 No business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting had the adjournment not taken place When a meeting is adjourned for fourteen days or more, at least seven clear days' 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
- 17 A) A resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is duly demanded

- B) Subject to the provisions of the 2006 Act, a poll may be demanded by
    - (i) the Chair, or
    - (ii) at least three members having the right to vote at the meeting, or
    - (iii) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
  - C) Unless a poll is duly demanded a declaration by the Chair 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 minutes of the meeting 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
  - D) The demand for a poll may only be withdrawn with the consent of the Chair
  - E) No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment
- 18 A poll shall be taken at such time and place, and in such manner, as the Chair directs not being more than thirty days after the poll is demanded. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 19 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote
- 20 The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which the poll was demanded
- 21 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which the member was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in like form each executed by or on behalf of one or more members

## Votes of members

- 22 Subject as hereinafter provided, every member shall have one vote. An associate member shall not be entitled to vote
- 23 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 Charity in respect of membership, shall be entitled to vote on any question at any General Meeting

## Board of Trustees

- 24 A) The first members of the Board of Trustees shall be the subscribers to the Memorandum of Association who shall hold office until the conclusion of the first Annual General Meeting
- B) The number of the members of the Board shall never be less than 3
- 25 A) After the first Annual General Meeting, the Board shall consist of
  - (i) the Chair of the Charity elected under Article 26 below,
  - (ii) between six and 10 persons elected by the members at an Annual General Meeting, under the provisions of Article 26 below, or such other number as may be determined in accordance with Article 29 below
  - (iii) persons co-opted under the provisions of Article 28 below

- B) A representative of Age Concern Surrey and the senior paid employee of the Charity shall have the right to attend, to comment, advise and make recommendations but not to vote at meetings of the Board, and also to have access to information and papers relevant to the business of the Board. Any such representative or staff member shall not be considered a member of the Board as defined in Article 1
- 26 A) Elections for the Chair and members of the Board appointed in accordance with Article 25 A)(i) and (ii) shall take place at the Annual General Meeting at least once every three years. The Annual General Meeting may provide for the rules governing an election if the Board has made no Regulations in accordance with Article 33 below
- B) The persons elected as Chair and to the Board may serve for three years from the date of their election and are eligible for re-election save that the Chair may serve for a maximum of six consecutive years
- C) Persons elected as Chair and to the Board need not be members of the Charity at the time of their election but will automatically become members from the time of their election, subject to the provisions of Article 6
- D) Any voting member may nominate a person for election as Chair or as a member of the Board. In the event of no nominations being received in advance, nominations may be accepted from the floor at the Annual General Meeting at which voting is to take place. All nominations must be seconded and, if submitted before the meeting, be in writing
- E) The Board may nominate a person or persons as Chair or members of the Board but in this case such nomination must be sent to members of the Charity at the same time as the notice of the meeting at which voting for the Chair or Board members is to take place
- F) If nominations exceed vacancies, an election shall take place by ballot among the members of the Charity. The Board will have power to decide whether this ballot should be postal, or held at the meeting called for the purpose, or a combination of the two
- 27 A) The Board may appoint persons to fill any casual vacancies which occur during the year amongst the elected members of the Board, such appointments to terminate at the end of the term for which the original member was elected
- B) The Board may invite any person to attend and speak at its meetings as an adviser or observer but such person shall not be entitled to vote and shall not be considered a member of the Board as defined in Article 1
- 28 A) The Board may co-opt any person, whether or not a member of the Charity, to membership of the Board until the conclusion of the Annual General Meeting next following, provided that the number of co-opted persons shall not exceed one-third of the total number of members elected under categories (i) and (ii) of Article 25 A) above
- B) A person whose co-opted membership of the Board has terminated shall be eligible for co-option again at any time
- 29 Subject to the provisions of these Articles, the Charity may from time to time in General Meeting increase the number of members of the Board and may make the appointments necessary for effecting any such increase

## Honorary Officers

- 30 A) The Honorary Officers of the Charity shall consist of a Chair, elected by the members at the Annual General Meeting and such other Honorary Officers (such as a Deputy Chair or Honorary Financial Adviser) elected by the Board as it thinks fit from amongst its own members
- B) Except for the Charity's first Honorary Officers (who shall be, or be appointed by, the first members of the Board until the first Annual General Meeting), all Honorary Officers except the Chair shall be elected at the first Board meeting next following the Annual General Meeting and shall hold office until the conclusion of the Annual General Meeting at which they retire or must seek re-election
- 31 The Board may appoint persons to fill any casual vacancies for Honorary Officers which occur during the year, such appointments to terminate at the conclusion of the Annual General Meeting next following

## Powers of the Board

- 32 A) The business of the Charity shall be managed by the Board subject to the provisions of the Acts, the Memorandum and Articles and to any directions given by special resolution. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given
- B) The Board may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as it thinks fit
- C) A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board
- 33 The Board shall have power to make, repeal and amend Regulations for any matter concerned with the administration of the affairs of the Charity and in particular for the conduct of meetings, the nomination of members of the Charity and the Board and the method of election to the Board provided they are not inconsistent with these Articles. Such Regulations, and any repeals and amendments, shall have effect until set aside by the Board or at a General Meeting
- 34 The member or members for the time being of the Board may act notwithstanding any vacancy in their body, but if the number of members of the Board shall at any time be less than the minimum prescribed by or in accordance with these Articles, they may act as the Board only for the purpose of admitting persons to membership of the Charity, filling vacancies or calling a General Meeting

## Secretary

- 35 A) The Secretary shall be appointed by the Board for such time, at such remuneration (if any) and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board. The Board 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 if there be no Secretary or no Secretary capable of acting
- B) No member of the Board shall occupy the salaried position of Secretary

## **The Seal**

- 36 The common seal of the Charity (if any) shall only be used by the authority of the Board or of a sub-committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Board and by the secretary or by a second member of the Board

## **Disqualification and removal of members of the Board**

- 37 The office of a member of the Board shall be vacated if that member
- a) ceases to be a member of the Board by virtue of any provision of the Acts or becomes prohibited by law from being a member of the Board, or
  - b) becomes bankrupt or makes any arrangement or composition with creditors generally, or
  - c) is, or may be, suffering from mental disorder and either
    - (i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984 (or any statutory re-enactment or modification of these Acts), or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for that member's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to that member's property or affairs, or
  - d) resigns as a member of the Board by notice to the Charity, or
  - e) fails without reasonable excuse to attend three consecutive meetings of the Board and the Board resolves that the office of that member be vacated
- 38 A) In addition and without prejudice to the provisions of section 168 of the 2006 Act, the Charity may by Extraordinary Resolution remove any member of the Board before the expiration of that member's period of office
- B) The Charity may by an Ordinary Resolution appoint another qualified member instead, but any person so appointed shall retain office so long only as the member being replaced would have held that office

## **Proceedings of the Board**

- 39 The Board may regulate its proceedings as it thinks fit subject to the provisions of these Articles. It may determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Board shall never be less than one quarter or three of the members of the Board (whichever is the greater number)
- 40 The Board shall prepare, adopt and regularly review policies on equal opportunity, health and safety, confidentiality, handling complaints, and financial management, and such other policies as recommended from time to time by the Assembly of Age Concern, the federation
- 41 A) A member of the Board may, and on the request of a member of the Board the Secretary shall, call a meeting of the Board by giving notice to all members of the Board, but a member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting

- B) Fourteen days' notice of any meeting of the Board shall be given by the Secretary to all members of the Board save that if any three members of the Board decide that it is necessary to call a meeting of the Board on shorter notice such a meeting may be called on four days' notice
- 42 The Chair and Deputy Chair of the Charity shall be the Chair and Deputy Chair of the Board respectively. If at any meeting the Chair (or Deputy Chair) is not present within five minutes after the time appointed for the meeting or is unwilling to preside, the members of the Board present shall choose one of their number to be Chair of the meeting
- 43 All members of the Board shall be entitled to vote, and any matters arising shall be determined by a simple majority of those present and voting. In case of an equality of votes the Chair shall have a second or casting vote
- 44 A) The Board may appoint a Finance Committee and such other Special or Standing Committees as it may deem necessary from time to time and shall determine their terms of reference, powers, duration, quorum and membership provided that
- (i) no committee appointed under this Article shall be given power to co-opt more than one-quarter of its total membership
  - (ii) no such committee shall have power to spend or commit the assets of the Charity without the prior approval of more than one-half of its members being voting members of the Board
  - (iii) the proceedings of all such committees shall be minuted and reported to the meeting next following of the Board
- B) (i) The Board shall establish a Committee (called the Liaison Committee or some other appropriate name) to bring together in discussion those appointed to represent the Charity on other bodies, and representatives of other bodies in membership of the Charity
- (ii) The (Liaison) Committee shall meet at least twice a year, prior to ordinary meetings of the Charity, to receive written reports from its members and to conduct its business as determined by the Board in accordance with article 44 A) and C)
- C) Regulations may from time to time determine the number of days' notice of the meetings of any such committees. In the event that the Regulations make no provision at all for such notice as aforesaid, fourteen days' notice of any committee meetings shall be given by the secretary of the committee to all members of the committee, save that if any four members of the committee decide that it is necessary to call a committee meeting on shorter notice such a meeting may be called on four days' notice
- 45 All acts done in good faith by any meeting of the Board or by any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuation in office of any such member or person acting as aforesaid, or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and had continued in office and was qualified to be a member of the Board and had been entitled to vote
- 46 A resolution in writing signed by all members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Board or of such committee (as the case may be). Such resolution in



writing may consist of several documents in the like form each signed by one or more members of the Board

## Minutes

- 47 The Board shall cause proper minutes to be made of
- a) all appointments of officers made by the Board, and
  - b) all proceedings at meetings of the Charity and of the Board and of committees of the Board, including the names of the members of the Board present at such meetings
- Any such minutes of any meeting, if purporting to be signed by the Chair of that meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

## Accounts

- 48 A) The Board shall cause proper accounts to be kept, audited and made available to the members of the Charity in accordance with the provisions of the 1985 Act
- B) In addition to the above, the Honorary Financial Adviser, or the Chair in the absence of the Honorary Financial Adviser, shall present to each meeting of the Board a written statement of accounts which gives members a full and fair description of the Charity's financial position
- 49 Bank or building society accounts shall be opened in the name of the Charity on such terms as the Board shall decide. The Board shall decide which of its members and staff may sign cheques on behalf of the Charity. Every cheque in excess of £300 must be signed by two persons, one of whom shall be a member of the Board, unless the Board agrees to vary this sum in which case this variation must be reported to the next following Annual General Meeting
- 50 A) The accounting records and other books or documents of the Charity shall be kept at the registered office or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board
- B) No member (other than a member of the Board) shall (as such) have any right of inspecting any of the accounting records and other books or documents of the Charity except as conferred by statute or authorised by the Board or by the Charity in General Meeting

## Notices

- 51 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing
- 52 A notice may be served by the Charity upon any member, either personally or by sending it through the post in a prepaid envelope addressed to the registered address of the member as appearing in the register of members or by leaving it at that address

- 53 Members whose registered addresses are not within the United Kingdom and who give the Charity an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at such address. Otherwise no such member shall be entitled to receive any notice from the Charity.
- 54 A member present at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 55 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## Dissolution

- 56 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

## Indemnity

- 57 Subject to the provisions of the 2006 Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

**Dated:** 29-2-2008

### Signatures, Names and Addresses of Subscribers:

Signed by Keith Thompson )

of Age Concern Runnymede )

Address



15A Clarence Street, Egham, Surrey TW20  
9RL

In the presence of

Name

Address

S E Barrowcliffe  
S.E BARROWCLIFFE  
7 FARM CLOSE  
STAINES MIDDLESEX.

Occupation

DAY CENTRE MANAGER .

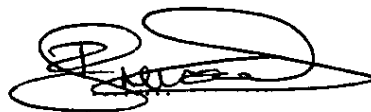
Signed by Paul Greenwood

of Age Concern Runnymede

Address

)

)




30 Waverley Drive, Chertsey, Surrey KT16  
9PG

In the presence of

Name

Address

  
Peter 12/12  
8 Broomfield Road  
Barnet Surrey SN22-7

Occupation

Deputy

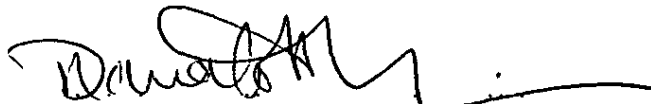
Signed by Diana Cotty

of Age Concern Runnymede

Address

)

)

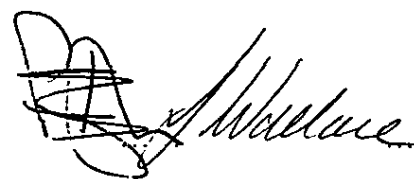


Little Court, Dockett Eddy, Chertsey, Surrey  
KT16 8LS

In the presence of

Name


Address

  
JANICE WALLACE  
42 Claremont Road  
Staines Surrey TW18 3AS

Occupation

Transport CO-ordinator

Signed by Rosemary Hatton  
of Age Concern Runnymede  
Address

)  
) 

Crimscote, Berry Lane, Worplesdon,  
Guildford, Surrey GU3 3PU

In the presence of

Name

Address



SARAH PAIGE

7 QUEENSWAY SOUTH


WALTON-ON-THAMES

SURREY KT12 5QU

Occupation

CHARITY ADMINISTRATOR

Signed by Doreen Weavers  
of Age Concern Runnymede  
Address

)  
) 

1B Meadow Way, Addlestone, Surrey KT15  
1UF

In the presence of

Name

Address



S E BARROWCLIFFE

7 FARM CLOSE

STAINES

Occupation

ORCHARD DAY CENTRE MANAGER

Signed by Brenda Cobban  
of Age Concern Runnymede

)

)

B. Cobban

Address

66 Longbourne Way, Chertsey, Surrey KT16  
9ED

In the presence of

Name

Address

Eleanor Jones

ELEANOR JONES

87 QUEENS ROAD

ALDERSHOT, HANTS GU11 3LA

Occupation

CHARITY MANAGER

### Declaration on application for registration

\_\_\_\_\_

**Company Name in full**

## Age Concern Runnymede

I, **Christine Goodyear**

of The Oriel, Sydenham Road, Guildford, Surrey GU1 3SR

do solemnly and sincerely declare that I am a t[Solicitor engaged in the  
formation of the company]~~XXXXXX~~~~XXXXXX~~~~XXXXXX~~~~XXXXXX~~~~XXXXXX~~~~XXXXXX~~

~~XXXXXXXXXXXXXXX~~(1985) and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

**Declarant's signature**

C. G. Grier

Declared at

128 HIGH STREET, GUILDFORD SURREY GU1 3HH

Day      Month      Year

on

0	3	0	3	2	0	0	8
---	---	---	---	---	---	---	---

① Please print name

before me<sup>①</sup>

MIGUEL FIZPATRUCI

**Signed**

1452 Ryegate

**Date**

3 March 2008

~~† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

**You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.**

Companies House receipt date barcode

**BARLOW ROBBINS LLP**

**Ref: CG/SRG/76435-1**

**The Oriel, Sydenham Road, Guildford, Surrey**

**GU1 3SR**

**Tel 01483 562901**

**DX number**

**DX exchange DX 2407 Guildford**

**When you have completed and signed the form please send it to the Registrar of Companies at**

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

**DX 235 Edinburgh**  
**or LP - 4 Edinburgh 2**

10/03

**30(5)(a)**

**Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"**

--

**Company Name in full**

## Age Concern Runnymede

I, Christine Goodyear

of The Oriel, Sydenham Road, Guildford, Surrey GU1 3SR

† Please delete as appropriate

a [Solicitor engaged in the formation of the above pXXXX  
XXXXXX XXXX XX XXXXXX XXXXXXXXXXXXXXXXXXXXXXXX  
XXXXXX XXXX XXXX XXXX XXXXXXXXXXXXXXXXXXXXXXXX  
XXXXXX XXXX XXXX XXXX XXXXXXXXXXXXXXXXXXXXXXXX  
do solemnly and sincerely  
declare that the company complies with the requirements of section 30(3) of  
the Companies Act 1985

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

**Declarant's signature**

Goodyear

Declared at

128 HIGH STREET GUILDFORD SURREY GU1 3HH

Day Month Year

on

0	3	0	3	2	0	0	8
---	---	---	---	---	---	---	---

● Please print name

before me

MICHAEL FITZPATRICK

**Signed**

re G Razzanich

Date \_\_\_\_\_

3 March 2008.

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address, telephone number, and if available, a DX number and Exchange, of the person Companies House

**BARLOW ROBBINS LLP**

**Ref: CG/SRG/76435-1**

**The Oriel, Sydenham Road, Guildford, Surrey**

**GU1 3SR**

**Tel 01483 562901**

DX number

DX exchange **DX 2407 Guildford**

When you have completed and signed the form please send it to the Registrar of Companies at  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

Please complete in typescript,  
or in bold black capitals

CHFP041

**First directors and secretary and intended situation  
of registered office**

Notes on completion appear on final page

**Company Name in full**

Age Concern Runnymede

**Proposed Registered Office**  
(PO Box numbers only, are not acceptable)

The Orchard

Staines Lane

Post town

CHERTSEY

County / Region

Surrey

Postcode KT16 8PS

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

2

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record

BARLOW ROBBINS LLP

REF. CA/7643S-1

The Oriel, Sydenham Road, Guildford, Surrey

GU1 3SR

Tel 01483 562901

DX number

DX exchange DX 2407 Guildford

Companies House receipt date barcode

Form revised December 2003

When you have completed and signed the form please send it to the  
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ  
for companies registered in England and Wales

DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2



# Company Secretary (see notes 1-5)

Company name		Age Concern Runnymede	
NAME	*Style / Title	Dr	*Honours etc BSc (Hons) PhD
Forename(s)		Eleanor Clare	
Surname		Jones	
Previous forename(s)			
Previous surname(s)			
Address ††		87 Queens Road	
Post town		Aldershot	
County / Region		Hampshire	Postcode GU11 3LA
Country		England	
I consent to act as secretary of the company named on page 1			
Consent signature		Eleanor Jones	Date 28/02/2008

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	Mrs	*Honours etc	
Forename(s)		Brenda			
Surname		Cobban			
Previous forename(s)					
Previous surname(s)		BUTLER. HALL.			
Address ††		66 Longbourne Way			
Post town		Chertsey			
County / Region		Surrey	Postcode	KT16 9ED	
Country		England			
Date of birth		Day 2	Month 9	Year 10	Nationality British
Business occupation		Retired			
Other directorships		NONE			
I consent to act as director of the company named on page 1					
Consent signature		B. Cobban		Date 29.2.2008.	

# Company Secretary (see notes 1-5)

# Form 10 Continuation Sheet

Oyez

CHFP041

\*Voluntary details

Company Name

Age Concern Runnymede

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

D

Post town

County / Region

Postcode

Country

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s)

Paul

Surname

Greenwood

Previous forename(s)

Previous surname(s)

Address †

30 Waverley Drive

Post town

Chertsey

County / Region

Surrey

Postcode

KT16 9PG

Country

England

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

04 05 1953

Nationality

British

Business occupation

Fire Officer

Other directorships

Penton Community and Social Club Limited - Street down 15/09/05

I consent to act as director of the company named on page 1

Consent signature

Date

29 02/08

## Company Secretary (see notes 1-5)

*Voluntary details	NAME	*Style / Title		*Honours etc	
	Forename(s)				
	Surname				
	Previous forename(s)				
	Previous surname(s)				
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation or Scottish firm, give the registered or principal office address	<input type="checkbox"/>	Address †			
		Post town			
		County / Region		Postcode	
		Country			
		I consent to act as secretary of the company named on page 1			

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation or Scottish firm, give the registered or principal office address	<input type="checkbox"/>	NAME	*Style / Title	Mrs	*Honours etc	
		Forename(s)	Rosemary Sarah			
		Surname	Hatton			
		Previous forename(s)				
		Previous surname(s)	WHITE			
Address †	<input type="checkbox"/>	Address †	Crimsote			
		Post town	Berry Lane, Worplesdon			
		County / Region		Postcode	GU3 3PU	
		Country	England			
		I consent to act as director of the company named on page 1				

Date of birth

Day Month Year

1 6 0 5 1 9 5 8

Nationality

British

Business occupation

Charity Chief Officer

Other directorships

NONE

Consent signature

Date

29/2/08

# Company Secretary (see notes 1-5)

# Form 10 Continuation Sheet

Oyez

CHFP041

\*Voluntary details

Company Name

Age Concern Runnymede

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

D

Post town

County / Region

Postcode

Country

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

J P.

Forename(s)

Keith Jeffrey Joseph

Surname

Thompson

Previous forename(s)

Previous surname(s)

Address †

15A Clarence Street

Post town

Egham

County / Region

Surrey

Postcode

TW20 9RL

Country

England

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

0 5 1 0 1 9 2 9

Nationality

British

Business occupation

Retired

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Date

28.2.08

## Company Secretary (see notes 1-5)

*Voluntary details	NAME *Style / Title		*Honours etc	
	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address †			
	Post town			
	County / Region		Postcode	
	Country			
I consent to act as secretary of the company named on page 1				
Consent signature			Date	

## Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	NAME *Style / Title	Mrs	*Honours etc							
	Forename(s)	Doreen Vera								
	Surname	Weavers								
	Previous forename(s)									
	Previous surname(s)	SISSONS								
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address †	1B Meadow Way								
	Post town	Addlestone								
	County / Region	Surrey	Postcode	KT15 1UF						
	Country	England								
Day Month Year										
Date of birth	2	4	1	2	1	9	4	1	Nationality	British
Business occupation	Retired									
Other directorships	VENTURENET SERVICES LTD									
I consent to act as director of the company named on page 1										
Consent signature		D. Weavers			Date	28/02/08				

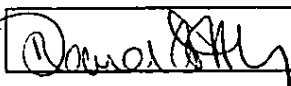
**Directors** (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<b>Mrs</b>	<b>*Honours etc</b>							
<b>*Voluntary details</b>	<b>Forename(s)</b>	<b>Diana</b>								
	<b>Surname</b>	<b>Cotty</b>								
	<b>Previous forename(s)</b>									
	<b>Previous surname(s)</b>	<b>Fineron</b>								
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<b>Address ††</b>	<b>Little Court</b>								
		<b>Dockett Eddy</b>								
	<b>Post town</b>	<b>Chertsey</b>								
	<b>County / Region</b>	<b>Surrey</b>	<b>Postcode</b>	<b>KT16 8LS</b>						
	<b>Country</b>	<b>England</b>								
	<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>	<b>British</b>				
		<b>2</b>	<b>0</b>	<b>4</b>	<b>1</b>	<b>9</b>	<b>5</b>	<b>0</b>		
	<b>Business occupation</b>	<b>Retired</b>								
	<b>Other directorships</b>	<b>NONE</b>								

I consent to act as director of the company named on page 1

Consent signature

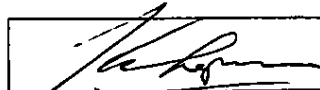


Date

29/02/08

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

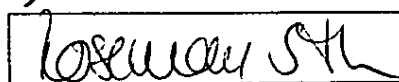
Signed



Date

28.2.08

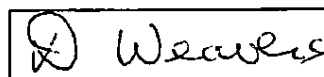
Signed



Date

29/2/08

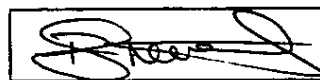
Signed



Date

29/02/08

Signed



Date

29 02/08

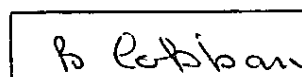
Signed



Date

29/02/08

Signed



Date

29.2.08

Signed

Date