

THE COMPANIES ACT 1948.



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

THE ABBEYFIELD SOCIETY

LIMITED.

ed by

McKenna & Co.,

12, Whitehall,

TR 2282

London, S.W.1.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, **GEORGE PHILIP GARTH MONAGHAN**

of **12, Whitehall, London, S.W.1.**

(2) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a) **a solicitor**

of the Supreme Court engaged in the formation

of **The Abbeyfield Society**

Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at **12 Whitehall,**

London, S.W.1.

the **20th** day of **November,**
one thousand nine hundred and fifty-
six.

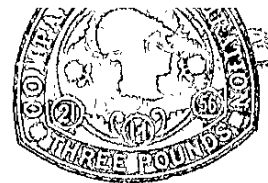
Before me,


A Notary Public for England and Wales
NOTARY PUBLIC, LONDON.

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THE COMPANIES ACT 1948



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE ABBEYFIELD SOCIETY LIMITED

REGISTERED
27 NOV 1956

1. The name of the Company (hereinafter called "the Society") is "THE ABBEYFIELD SOCIETY LIMITED".

2. The Registered Office of the Society will be situate in England.

3. The Society is established to relieve aged impotent and poor people of all classes, for the advancement of religion and education and for other purposes beneficial to the community. And as ancillary to the foregoing objects :-

- (a) To take over all or such part as may lawfully be taken over by the Society of the assets and liabilities of the unincorporated Society known as the Abbeyfield Society.
- (b) To establish in the Metropolitan Borough of Bermondsey and elsewhere houses, homes, hostels, clubs and holiday camps for lonely, neglected, old and handicapped people and provide them there and in their own homes with the care, security and Christian love to which they are entitled.
- (c) To encourage and enable individuals and the community at large to realise live up to and bear their Christian and citizen responsibilities to those ~~are~~ are lonely neglected old or handicapped.

JMB.

112 00 NOV 1956

- (d) To promote and further education by providing in the Metropolitan Borough of Bermondsey and elsewhere facilities for the practice and encouragement of the Arts physical training, training in citizenship for juveniles and young persons of all classes to encourage them to take an interest therein and in social, national and international questions and to lead them to a fuller understanding of the Christian religion.
- (e) To assist and promote the welfare of juveniles and young persons of the poorer classes by establishing homes hostels common rooms and holiday camps for them and there providing for them board lodging and accommodation under proper care and supervision.
- (f) To provide training and experience for persons interested in social work.
- (g) To assist, establish, subsidise promote co-operate or federate with affiliate or become affiliated to act as trustee or agent for or manage lend money or any other assistance to any association society or other body corporate or unincorporate established for charitable purposes only and for the purpose (and only for the purpose) of promoting any objects of the Society to co-operate with manufacturers dealers or other traders and with the press and other sources of publicity.
- (h) To enter into any arrangements with any authorities municipal local or otherwise that are conducive to the Society's objects, or any of them and to obtain from any such authorities any rights privileges and concessions which it may be desirable for the purposes of the Society's objects for it to obtain and to carry out exercise and comply with such arrangements rights privileges and concessions.
- (i) Subject to the provisions of Section 14 of the Companies Act 1948 to accept subscriptions donations devises and bequests of and to purchase, take on lease or in exchange hire or otherwise acquire and hold sell lease or otherwise dispose of or mortgage any real or personal estate and whether or not subject to

any trusts and to construct maintain and alter any of the same as may be deemed necessary or convenient for any of the purposes of the Society.

- (j) To undertake and execute any trusts which may lawfully be undertaken by the Society and are directly or indirectly ancillary to its objects.
- (k) To borrow or raise money for the objects of the Society on such terms and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise.
- (l) To invest the moneys of the Society not immediately required for its purposes in or upon any investments securities or property as may be thought fit but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (m) To make any charitable donation either in cash or assets which the Society may deem expedient.
- (n) To take such lawful steps by personal and written appeals public meetings or otherwise as may be permissible within the charitable purposes of the Society and from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise.
- (o) To print and publish or to arrange to have printed and published either gratuitously or by way of sale any newspapers periodicals books or leaflets that the Society may think desirable for the promotion of its objects.
- (p) To employ and pay any person or persons to supervise organise carry on the work of and to advise the Society.
- (q) To establish and support pension superannuation

and other schemes for the benefit of persons employed by the Society and to grant pensions or retiring allowances to persons who have been employed by the Society or to their dependants.

- (r) To amalgamate with and to purchase the whole or any part which may lawfully be acquired of the property of any companies institutions societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association.
- (s) To pay out of the funds of the Society the costs charges and expenses of and incidental to the formation and registration of the Society.
- (t) To do all such other things as are incidental to the attainment of the objects of the Society or any of them.

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

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

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Ministry of Education, the Society shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Executive Committee or Governing Body of the Society shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such

property in the same manner and to the same extent as they would as such Executive Committee or Governing Body have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Executive Committee or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as may be allowed by law having regard to such trusts.

4. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Society

Provided that nothing herein shall prevent

- (a) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society nor
- (b) the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Society:

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding-up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required, not exceeding £1.

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

8. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Society: and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force, such accounts shall be open to the inspection of members. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified auditor or auditors.

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

Names, Addresses and Descriptions
of Subscribers.

J. A. Blake Town Hall
Establishment Officer. Bermondsey SE 16

C. H. Butler Wellington College, Garsington Bucks
BULTELL Schoolmaster.

K. A. Pindar 50 Eugenia Road SE 16
Dance Master

K. F. STEVEN
STEVEN 65 London Wall EC 2 Chartered Accountant

J. M. Bowers
12 Whitehall SW. 1. Solicitor

Susan Gibbs 249 Lyndal Rd SE 16.
Spinster.

B. Lodge Patch Lady Gomm House Hawketown Rd. S.E. 16
School mistress

DATED the 20th day of November 1956.

WITNESS to the above Signatures :-

James A. M. 1956

John A. Pindar
50 Eugenia Rd
Bermondsey, SE 16
Secretary.



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THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE ABBEYFIELD SOCIETY LIMITED

INTERPRETATION

1. In these Regulations

"The Act" means the Companies Act 1948 and these articles shall be construed with reference thereto.

"The Society" means the above named Society.

"The Seal" means the Common Seal of the Society.

"The Secretary" means any person appointed to perform the duties of the secretary of the Society.

"The Committee" means The Executive Committee of the Society.

"Committee Member" means a member of the Executive Committee of the Society or a director as referred to in the Act.

Expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

"The Office" means the registered office of the Society.

Unless the definitions set out above or the context

otherwise require words or expressions contained in these Articles shall bear the same meaning as they have when used in the Act or any statutory modification thereof in force at the date at which these articles became binding upon the Society.

2. The Society is established for the purpose expressed in the Memorandum of Association.

MEMBERS AND MEMBERSHIP

3. The number of members with which the Society proposes to be registered is 50 but the committee may from time to time register an increase in members. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Society. The rights of a member shall not be transferable or transmissible.

4. Every member of the Society shall either sign a written application or consent to become a member or sign the Register of Members on becoming a member.

5. It shall be lawful for any person being a member of the Society to guarantee any larger sum than £1 by executing a bond or subscription contract with the Society to that effect.

6. The Secretary shall keep an accurate Register of Members of the Society.

7. Any member may withdraw from the Society by giving six months' notice in writing to the Secretary of his intention so to do but any person ceasing by any means to be a member shall remain liable for and shall pay to the Society all monies due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.

8. The sole right of admission to membership shall be vested in the Committee who may without showing cause refuse to admit any person as a member of the Society.

9. The Committee may also without showing cause by a resolution passed by a majority consisting of not less than two-thirds of the Committee Members present at a Special Meeting of the Committee of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence convened solely or inter alia for the purpose of considering such resolution refuse to continue any person as a Member of the Society and if any such resolution shall be so passed then (subject as in Article 7 provided) such person shall cease to be a member and his name shall be removed from the Register of Members.

10. It shall be lawful for the Committee to provide for the admission of such persons as they may think fit to be Associates of the Society and for the rights duties and liabilities (if any) of such Associates but so that such persons shall not by virtue only of having been admitted to be such Associates as aforesaid be members of the Society and that such rights shall not include a right to speak or vote at General Meetings of the Society.

GENERAL MEETINGS

11. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. Provided that so long as the Society holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.

12. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

13. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by

Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Committee Members capable of acting to form a quorum, any Committee Member or any two members of the Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

NOTICE OF GENERAL MEETINGS.

14. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under the Articles of the Society entitled to receive such notices from the Society.

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheets, and the Report of the Committee and Auditors, the Election of Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

18. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

19. The Chairman, if any, of the Committee or in his absence the Vice Chairman shall preside as Chairman at every General Meeting of the Society, or if there is no such Chairman or Vice Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Committee Members present shall elect one of their number to be Chairman of the meeting.

20. If at any meeting no Committee Member is willing to act as Chairman or if no Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if

so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :-

- (A) by the Chairman; or
- (B) by at least three members present in person or by proxy ; or
- (C) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of Proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

25. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

26. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held.

VOTES OF MEMBERS.

27. Every member shall have one vote.

28. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee, receiver or curator bonis and any such committee receiver or curator bonis may on a poll vote by proxy.

29. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Society have been paid.

30. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands.

31. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

32. 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 Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

"THE ABBEYFIELD SOCIETY LIMITED"

"I/We,
of _____ in
the County of _____, being a member/
members of the above-named Society, hereby ap-
point _____ of
_____, or failing him,
_____, of
_____, as my/our proxy
to vote for me/us on my/our behalf at the
(Annual or Extraordinary, as the case may be)
General Meeting of the Society to be held on
the _____ day of _____, 19 _____,
and at any adjournment thereof.

"Signed this _____ day of _____ 19 _____."

34. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

"THE ABBEYFIELD SOCIETY LIMITED"

"I/We,
of _____ in
the county of _____, being a member/
members of the above-named Society, hereby

appoint
of , or failing him
of
as my/our proxy
to vote for me/us on my/our behalf at the
(Annual or Extraordinary, as the case may be)
General Meeting of the Society to be held
on the day of ,19 ,
and at any adjournment thereof.

"Signed this day of ,19 ."

"This form is to be used *in favour of the reso-
against
lution. Unless otherwise instructed, the proxy
will vote as he thinks fit.

* Strike out whichever is not desired".

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

36. A vote given in accordance with the terms
of an instrument of proxy shall be valid notwith-
standing the previous death or insanity of the
principal or revocation of the proxy or of the
authority under which the proxy was executed, pro-
vided that no intimation in writing of such death,
insanity or revocation as aforesaid shall have
been received by the Society at its Registered
Office before the commencement of the meeting or
adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

37. Any corporation which is a member of
the Society may by resolution of its Directors
or other governing body authorise such person as
it thinks fit to act as its representative at
any meeting of the Society, and the person so
authorised shall be entitled to exercise the same
powers on behalf of the corporation which he
represents as that corporation could exercise if
it were an individual member of the Society.

HONORARY OFFICERS AND COUNCIL

38. It shall be lawful for the Committee to

provide for the creation of the office of President and (one or more) Vice Presidents and Patrons and also for a Council of the Society, for the admission and retirement of persons to such offices and to the Council and for the powers, rights, duties and liabilities (if any) of such persons but so that such persons shall not by virtue only of having been admitted to be Honorary Officers or Council Members be Members of the Society and that such rights shall not include a right to speak or vote at General Meetings or meetings of the Committee of the Society.

COMMITTEE.

39. Until otherwise determined by a General Meeting the number of members of the Committee shall not be less than 3 nor more than 18.

40. The first Committee Members shall be :-

Richard Culling Carr Gomm, John Arthur Blake,
Christopher Harris Bulteel, Leo Arthur Sunderland,
Kenneth Forbes Steven, John Michael Bowers, Susan
Gibbs, Jennifer Anne Previte, Marie Louise Monk,
Alexander William Gibbin, Leslie James Maxwell Timmins
Jeanette Madeline Sylvie, Helen Katherine Stephenson,
Barbara Lodge Patch.

or such of them as shall either have subscribed the Memorandum of Association or have become members of the Society within 28 days after the incorporation of the Society.

41. The Committee Members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Committee or any Sub-Committee of the Committee or General Meetings of the Society or in connection with the business of the Society.

BORROWING POWERS

42. The Committee may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock

and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

POWERS AND DUTIES OF COMMITTEE MEMBERS.

43. The business of the Society shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by these Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

44. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

46. The Committee shall cause minutes to be made in books provided for the purpose -

(A) of all appointments of officers Associates and

Honorary Officers and members of the Council made by the Committee;

- (B) of the names of the Committee Members present at each meeting of the Committee and of any Sub-committee of the Committee;
- (C) of all resolutions and proceedings at all meetings of the Society and of the Committee, and of Sub-committees of the Committee.

DISQUALIFICATION OF COMMITTEE MEMBERS

47. The office of Committee Members shall be vacated if the Committee Member -

- (A) without the consent of the Society in General Meeting holds any other office of profit under the Company; or
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) becomes prohibited from being a Committee Member by reason of any order made under Section 188 of the Act; or
- (D) becomes of unsound mind; or
- (E) ceases to be a member of the Society; or
- (F) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by Section 199 of the Act; or
- (G) resigns his office by notice in writing to the Society.

48. A Committee Member shall not vote in respect of any contract in which he is interested or any matter arising thereout.

ROTATION OF COMMITTEE MEMBERS

49. At the First Annual General Meeting of the Society all Committee Members shall retire from office and at the Annual General Meeting in every

subsequent year one-third of the Committee Members for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

50. The Committee Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

51. A retiring Committee Member shall be eligible for re-election.

52. The Society at the meeting at which such a Committee Member retires in manner aforesaid may fill the vacated office by electing any person thereto (being a member of the Society), and in default such retiring Committee Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Committee Member shall have been put to the meeting and lost.

53. No person other than a Committee Member retiring at the meeting shall unless recommended by the Committee be eligible for election to the office of Committee Member at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Society notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

54. The Committee shall have power, at any time and from time to time, to appoint any person (being a member of the Society) to be a Committee Member either to fill a casual vacancy or as an addition to the existing Committee Members, but so that the total number of Committee Members shall not at any time exceed the number fixed in accordance with these Articles. Any Committee Member appointed to fill a casual vacancy or as an addition to the existing

Committee Members shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Committee Members who are to retire by rotation at such meeting.

55. The Society may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Committee Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Committee Member. Such removal shall be without prejudice to any claim such Committee Member may have for damages for breach of any contract of service between him and the Society.

56. The Society may by Ordinary Resolution appoint another person in place of a Committee Member removed from office under the immediately preceding article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Committee Member on the day on which the Committee Member in whose place he is appointed was last elected a Committee Member.

PROCEEDINGS OF COMMITTEE

57. The Committee Members may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Committee Member may, and the Secretary on the requisition of a Committee Member shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Committee Member for the time being absent from the United Kingdom.

58. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee, and unless so fixed shall be two.

59. The continuing Committee Members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the

number fixed by or pursuant to the Articles of the Society as the necessary quorum of Committee, the continuing Committee Members or Member may act for the purpose of increasing the number of Committee Members to that number, or of summoning a General Meeting of the Society, but for no other purpose.

60. The Committee may elect a Chairman of their meetings and determine the period for which he is to hold office; but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Committee Members present may choose one of their number to be Chairman of the meeting.

61. The Committee may delegate any of their powers to committees or sub-committees consisting of such Committee Members as the Committee think fit; any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.

62. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

63. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

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

65. A resolution in writing, signed by all the

Committee Members for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

SECRETARY.

66. The Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

67. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee Member and as, or in place of, the Secretary.

THE SEAL.

68. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a Sub-committee of the Committee authorised by the Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Committee Member and shall be countersigned by the Secretary or by a second Committee Member or by some other person appointed by the Committee for the purpose.

ACCOUNTS.

69. The Committee shall cause proper books of account to be kept with respect to :-

- (A) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
- (B) All sales and purchases of goods by the Society; and
- (C) The assets and liabilities of the Society.

Proper books shall not be deemed to be kept if

there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

70. The books of account shall be kept at the Registered Office of the Society, or subject to Section 147(3) of the Act, at such other place or places as the Committee think fit, and shall always be open to the inspection of the Committee.

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

72. The Committee shall from time to time in accordance with Sections 148 to 157 of the Act, cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets, and reports as are referred to in those sections.

73. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's Report, shall not be less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

74. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

75. A notice may be given by the Society to

any member either personally or by sending it by post to him or to his registered address, or (if he had no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Society for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same is posted.

76. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them and to the Auditors for the time being of the Society.

77. If a member has no registered address in the United Kingdom and has not supplied to the Society an address within the United Kingdom for the giving of notice to him, he shall not be entitled to receive any notice from the Society.

INDEMNITY

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

WINDING UP

Imp. 79. The provisions of Clause ⁷¹ of the Memorandum of Association relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of
Subscribers.

A. Blake Town Hall
Resident Officer. Bermondsey S.E. 16

Christopher Harris Butler. Wellington College, Cranborne,
Dorset.

R. H. Pindland - 50: Eugene Road - S.E. 16
Schoolmaster -
Housekeeper

Kenneth Forbes Stewer
65 London Wall, London EC 2
Chartered Accountant

John Michael Bowers.
12 Whitehall London SW. 1. Solicitor.

Suzanne Gibbs 249 Lynton Rd S.E. 16.
Spinster

Barbara Lodge Patch Lady Gower House Hawley Rd
Schoolmistress. S.E. 16.

DATED this 20th day of November 1956

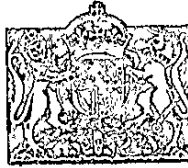
WITNESS to the above Signatures :-

Wendy A. Paine
50 Eugene Rd,
Bermondsey S.E. 16

Secretary

DUPLICATE FOR THE FILE

No. 574816



Certificate of Incorporation

I Hereby Certify That

THE ABBEVFIELD SOCIETY LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Twenty-seventh day of
November One Thousand Nine Hundred and Fifty six.

L. R. / [Signature]
Registrar of Companies

Certificate
received by

} 17 Treasurers
140 Kennelwood Date 27 Nov '56



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

THE ABBEYFIELD SOCIETY LIMITED

Passed 5th June, 1959

AT the ANNUAL GENERAL MEETING of the above Company held at 12 Whitehall, London, S.W.1., on Friday, the 5th day of June, 1959, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely :-

RESOLUTION.

That the Articles of Association of the Company be altered

- (a) By deleting in Article 3 the words :

"The number of members with which the Society proposes to be registered is 50 but the Committee may from time to time register an increase in members".

- (b) By re-numbering Article 4 as Article 5(a) and Article 5 as Article 5(b).

- (c) By adding as Article 4 the words :-

"4. (a) If at any time or times the Society shall have a share capital, the right to transfer shares shall be restricted in manner hereinafter prescribed."

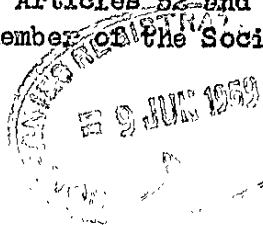
(b) The number of members of the Society (exclusive of persons who are in the employment of the Society and of persons who, having been formerly in the employment of the Society, were while in such employment and have continued after the determination of such employment to be members of the Society) is limited to 50. Provided that where two or more persons hold one or more shares in the Society jointly they shall for the purposes of this regulation be treated as a single member.

(c) Any invitation to the public to subscribe for any shares or debentures of the Society is prohibited.

(d) The Society shall not have power to issue share warrants to bearer.

(e) The Committee may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share."

- (d) By deleting in Articles 52 and 54 the words :-
"(being a member of the Society)"



J. Bowers.

Chairman of the Meeting.

MULTILITH
CERTIFICATE

WE CERTIFY that this Special
Resolution has been printed
by Multilith
Dated this 8th day of June 1959.

McKENNA & CO.,
12, WHITEHALL,
LONDON, S.W.1.

SOLICITORS 

574816

THE ABBEYFIELD SOCIETY LIMITED



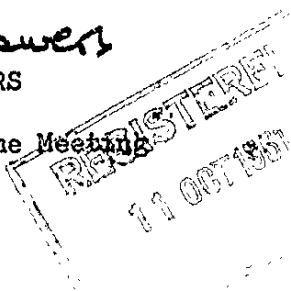
At a General Meeting of the above Society duly convened
and held at 12 Whitehall London S.W.1. on Tuesday the 26th day of
September 1961 the following/Resolution was duly passed :-

RESOLUTION

"That this Meeting shall be treated as the
Annual General Meeting of The Abbeyfield Society
Limited for the year 1960".

J.M. Bowers
J.M. BOWERS

Chairman of the Meeting



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The Companies Act, 1948



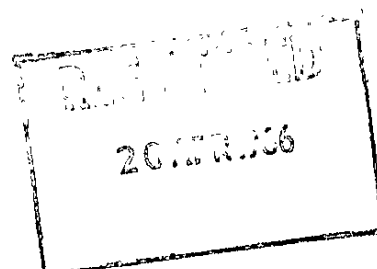
Company limited by Guarantee and not
having a Share Capital ?

SPECIAL RESOLUTION

-- of --

THE ABBEYFIELD SOCIETY LIMITED

Passed 29th March, 1966.



At an Extraordinary General Meeting of the Society, duly convened, and held at 22, Nottingham Place, London, W.1. on Tuesday, the 29th day of March 1966 the following Resolution was duly passed as a Special Resolution, namely:

RESOLUTION

THAT the Articles of Association of the Company be altered

- (a) By adding at the end of Article 1 the words
"General Meetings of the Society may be known as National Council Meetings. Members of the Society may be known as National Council Members."
- (b) By deleting in Article 38 the words
"and also for a Council of the Society."

Alan Hill

(LORD HILL OF LUTON)

Chairman.

Presented by:

McKENNA & CO.,
12, WHITEHALL,
LONDON, S.W.1.

Printed by MURIELLITH.

McKenna & Co.

[Signature]

1/4

No. 574816/27.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Special Resolution

OF

THE ABBEYFIELD SOCIETY LIMITED

Passed 15th May, 1970

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 30 Devonshire Street, London, W.1, on Friday, the 15th May, 1970, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:—

RESOLUTION

That the Memorandum of Association of the Company be altered by deleting the present clauses 3 and 7 and substituting therefor those clauses numbered 3 and 7 in the document now produced to the meeting and signed by the Chairman for the purposes of identification.

F. Radley

Chairman of the Meeting.

MCKENNA & CO.,
12, WHITEHALL,
LONDON, S.W.1.



No. 57481b/28

WE HEREBY CERTIFY that this print of the Memorandum of Association of THE ABBEYFIELD SOCIETY LIMITED is a true copy as altered by the Special Resolution passed by the Company on the 15th day of May, 1970.

W. A. Richards
The Companies Acts 1948 to 1967

Chairman of the meeting,
Acting Secretary General
Secretary

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

AMENDED

Memorandum of Association

OF

THE ABBEYFIELD SOCIETY LIMITED

(Amended pursuant to Special Resolution passed on the 15th May, 1970)

1. The name of the Company (hereinafter called "the Society") is "THE ABBEYFIELD SOCIETY LIMITED."

2. The Registered Office of the Society will be situate in England.

3. The Society is established for the public benefit for the following objects:—

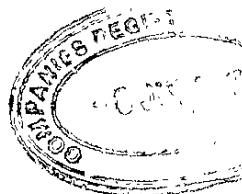
- (1) The relief and care of elderly persons of all classes suffering from the disabilities of old age or otherwise in need. Clause 3 amended pursuant to Special Resolution passed on the 15th May, 1970.
- (2) The spreading of Christian principles to all human relationships and the application of humanitarian aims to promote the relief of the elderly.
- (3) To provide further education in the sphere of voluntary work, social work and similar activities so as to inculcate the principles of good citizenship.
- (4) Such other purposes recognised by English law as charitable as the Society shall determine from time to time.

And in furtherance of the foregoing objects but not otherwise the Society shall have the following powers:—

- (A) To establish, manage, improve and construct in the United Kingdom and elsewhere houses, homes, hostels and clubs and recreation centres for elderly, neglected,

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MCKENNA & CO.,
12, WHITEHALL,
LONDON. S.W.1.



old or handicapped people and provide them there and in their own homes with care, security and Christian love.

- (B) To persuade and assist individuals and the community at large to realise, live up to and bear their Christian and citizen responsibilities to those who are elderly, neglected, old or handicapped or otherwise in need of care and attention.
- (C) To provide training and experience for persons interested in social work.
- (D) To assist, establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent for, or manage, lend money or any other assistance to any association, society or other body corporate or unincorporate established for charitable purposes only, and for the purpose (and only for the purpose) of promoting any objects of the Society to co-operate with manufacturers, dealers or other traders and with the Press and other sources of publicity.
- (E) To enter into any arrangements with any authorities, municipal, local or otherwise in furtherance of the Society's objects or any of them, and to obtain from any such authorities any rights, privileges and concessions which shall lead to that end and to carry out, exercise and comply with all such arrangements, rights, privileges and concessions.
- (F) To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, sell, lease or otherwise dispose of or mortgage any real or personal estate and whether or not subject to any trusts, and to construct, maintain and alter any of the same as shall be necessary or convenient for any of the purposes of the Society.
- (G) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and are directly or indirectly ancillary to its objects.
- (H) To borrow or raise money for the objects of the Society on such terms (with any necessary consents) and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise.
- (I) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.

- (J) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (K) To make charitable donations.
- (L) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Society shall not undertake any permanent trading activities in raising funds for its primary charitable objects.
- (M) To print and publish or to arrange to have printed and published either gratuitously or by way of sale any newspapers, periodicals, books, reports or leaflets.
- (N) To employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Society and as employers of staff 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.
- (O) To amalgamate with and to purchase the whole or any part which may lawfully be acquired of the property of any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association.
- (P) To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society.
- (Q) To do all such other things as shall further the attainment of the objects of the Society or any of them.

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

Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

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

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

4. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society.

Provided that nothing herein shall prevent—

- (a) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society, nor
- (b) the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or the rate for the time being prescribed by the Treasury in manner mentioned in section 189 (i) Housing Act 1957 (whichever rate shall be the less) or reasonable and proper rent for premises demised or let by any member to the Society.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required, not exceeding £1.

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

*Clause 7 amended
pursuant to
Special Resolution
passed on the
15th May, 1970.*

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. A. BLAKE,
Town Hall, Bermondsey, S.E.16,
Establishment Officer.

C. H. BULTEEL,
Wellington College, Crowthorne, Berks,
Schoolmaster.

L. A. SUNDERLAND,
50 Eugenia Road, S.E.16,
Housekeeper.

K. F. STEVEN,
65 London Wall, E.C.2,
Chartered Accountant.

J. M. BOWERS,
12 Whitehall, S.W.1,
Solicitor.

SUSAN GIBBS,
279 Lynton Road, S.E.16,
Spinster.

B. LODGE PATCH,
Lady Gomm House, Hawkstone Road, S.E.16,
Schoolmistress.

Dated the 20th day of November, 1956.

Witness to the above Signatures—

JENNIFER A. PREVITÉ,
50 Eugenia Road,
Bermondsey, S.E.16,
Secretary.

THE ABBEYFIELD SOCIETY

President SIR DEREK PRITCHARD
Chairman CHRISTOPHER BUXTON, M.A. M.B.A.
Vice-Chairmen VICTOR CREE, M.A.
ALD. RAYMOND FINHALL, O.B.E.
Hon. Treasurer ANTHONY BEELEY, F.R.S.

22 NOTTINGHAM PLACE, LONDON W1M 3FB.
REGISTERED OFFICE 01 935 0751
General Secretary L.B. WALSH ATKINS, C.M.G., C.V.O., B.A., M.B.E.

"An imaginative design for living for elderly people who would otherwise be on their own"

Our Ref

Your Ref

THE ABBEYFIELD SOCIETY LIMITED

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of the Abbeyfield Society Limited will be convened at 12.15 p.m. on Thursday, 29th March, 1973, at the Headquarters of the National Association of Youth Clubs, 30, Devonshire Street, London W1 for the purpose of considering and if thought fit passing the following Resolution as a Special Resolution:

RESOLUTION

That the regulations contained in the existing Articles of the Association shall no longer apply to this Company and that in lieu thereof the Articles of Association already prepared, a copy whereof has been initialled by the Chairman of this Meeting for the purpose of identification, be adopted by the Society and that the Secretary be directed forthwith to register the same with the Registrar of Companies

BY ORDER OF THE EXECUTIVE COMMITTEE

L.B. Walsh Atkins
Secretary

22 Nottingham Place
London W1M 3FB

DATED this second day of March, 1973

The foregoing Resolution was unanimously adopted,

C.C.R. Buxton

C.C.R. Buxton, National Chairman.

A COMPANY LIMITED BY GUARANTEE HAVING NO SHARE CAPITAL REGISTERED IN ENGLAND AND IN SCOTLAND REGISTERED AS A CHARITY No 260719

574816. / 34

22.2.73

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Articles of Association
of

THE ABBEYFIELD SOCIETY
LIMITED

INTERPRETATION

1. In these regulations unless the context otherwise requires:-

"The Act" means the Companies Act, 1948, and these Articles shall be construed with reference thereto.

"The Society" means the above-named Society.

"Abbeyfield Local Societies" means bodies corporate or unincorporated (other than the Society) which are at the time in question affiliated to the Society whether by virtue of an Affiliation Agreement or not and with the consent of the Society use the name "Abbeyfield" in their title or description.

"Affiliation Agreements" means agreements which at any time have been entered into between the Society and any other body or bodies corporate or unincorporated having in regard to any locality or respective localities the same or substantially the same objects as those of the Society and which agreements are intended to constitute such body or bodies into a common movement under the guidance of the Society.

"Affiliation fees" means the yearly sum from time to time resolved at the National Council meetings as being the amount to be subscribed each year by Local Abbeyfield Societies for affiliation to the Society which yearly amounts shall become due on the dates appointed for payment at such meetings.

"The Abbeyfield Constitution" means the constitution for the time being in force providing for the organisation of the Abbeyfield Local Societies in such a common movement as aforesaid and their direct or indirect representation in area, regional and national organs of the movement.

"The Committee" means the Executive Committee of the Society.

"Committee Member" means a member of the Executive Committee of the Society or a Director as referred to in the Act.

"The Office" means the registered office of the Society.

"Region" means a territorial region for the time being established and designated as a region under the Abbeyfield Constitution.

"Regional Chairman", "Regional Treasurer" and "Regional Secretary" in relation to any Region mean the persons for the time being respectively holding those respective offices in the Region under the Abbeyfield Constitution.

"Regional Council" in relation to any Region means the Council established for the Region under the Abbeyfield Constitution.

"The Seal" means the common seal of the Society.

"The Secretary" means any person appointed to perform the duties of the Secretary of the Society. Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the definitions set out above or the context otherwise require, words or expressions contained in these Articles shall bear the same meaning as they have when used in the Act or any statutory modification thereof in force at the date at which these Articles became binding upon the Society.

General Meetings of the Society may be known as National Council Meetings, and members of the Society may be known as National Council Members, but every Annual General Meeting of the Society shall in accordance with the Act and Article 11 always be specified as an Annual General Meeting of the Society in the notices calling it.

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2. The Society is established for the purpose expressed in the Memorandum of Association and the number of members with which the Society was registered was 50.

MEMBERS AND MEMBERSHIP

3. (A) From and after the adoption of these Articles, the following persons (and no others) shall be eligible for membership of the Society:-
- (i) The President, Vice-Presidents, Chairman, Vice-Chairmen, Treasurer of the Society and Chairman of Finance and General Purposes Committee.
 - (ii) The Regional Chairman, Regional Treasurer and Regional Secretary of each Region
 - (iii) In regard to each Region, two members of its Regional Council elected by the Regional Council of the Region
 - (iv) Every person who is a Committee Member, or a member of the Finance and General Purposes Committee of the Society but who is not for the time being eligible for membership of the Society as falling under any of the previous provisions of this Article.
 - (v) Not more than six persons elected by the Committee as being persons who the Committee consider have a particular contribution to make to the deliberations or activities of the members of the Society.
 - (vi) Persons elected by a General Meeting of the Society or by the Committee as being in the opinion of the electing body persons who have given special services in the past to the Society and whose advice should be available in future to the Society; but neither such electing body may make any election so as to increase the number of persons for the time being eligible for membership under this provision beyond nine.
- (B) Any person elected under sub-paragraph (A) of this Article to be eligible for membership shall remain eligible for membership until the conclusion of the next meeting of the electing body who shall have elected him or her to membership which shall take place after the expiry of three years from the date of election and shall then cease to be eligible but may be re-elected eligible for membership.
4. Every person who is under Article 3 eligible for membership of the Society shall become a member of the Society forthwith on being entered in the register of members after producing such evidence (if any) as the Secretary shall reasonably require to show his eligibility for membership.
5. The Secretary shall keep the register of the members of the Society.
6. The rights of a member shall not be transferable or transmissible.
7. A member of the Society shall (notwithstanding Article 3 (B)) cease to be such a member -
- (A) On the expiration of a written notice, given to the Secretary at least six months beforehand of his intention to withdraw from the Society; or
 - (B) By ceasing to be eligible for membership under Article 3, either through ceasing to hold a qualifying office specified in Article 3 (A), or (where elected by a Regional Council) through ceasing to be a member of that Regional Council, or through expiration of his period of eligibility at the conclusion of the Meeting referred to in Article 3 (B); or
 - (C) Where he is a member of any one or more Abbeyfield Local Societies, by the failure of such Society (if only one) or each such Society (if more than one) to pay the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.
8. It shall be lawful for any person being a member of the Society to guarantee any larger sum than £1 by executing a bond or subscription contract with the Society to that effect.
9. Any person ceasing by any means to be a member shall remain liable for and shall pay to the Society all moneys due from him to the Society at the time of his ceasing to be a member or for which he may become liable under the provision of the Memorandum of Association or any bond or subscription contract entered into under the last preceding Article.
10. It shall be lawful for the Committee to provide for the admission of such persons as they may think fit to be Associates of the Society and for the rights, duties and liabilities (if any) of such Associates but so that such persons shall not by virtue only of having been admitted to be such Associates as aforesaid be members of the Society and that such right shall not include a right to speak or vote at General Meetings of the Society.

GENERAL MEETINGS

11. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.

12. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

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

NOTICE OF GENERAL MEETINGS

14. A General Meeting (whether an Annual or Extraordinary General Meeting) shall be called by twenty-one days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society.

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, members present in person or by proxy equal in number to one-tenth (or the integral number next greater than one-tenth) of the number of members of the Society shall be a quorum.

18. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week but one, at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

19. The President shall preside as Chairman at every General Meeting of the Society or, if there is no President or if he is not present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, such Vice-President as is present and willing to act and is either the only Vice-President present and willing to act or appointed by the Vice-Presidents present to act shall be Chairman of the meeting, but if there is no Vice-President present and willing to act, such person as the Committee select before the time appointed for the holding of the meeting shall be Chairman of the meeting.

20. If at any meeting there is no person appointed by or under the last preceding Article to be Chairman of the meeting, or the person who would be the Chairman under that Article is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall choose a person to be Chairman of the meeting.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-

(A) by the Chairman; or

(B) by at least three members present in person or by proxy; or

(C) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands 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 book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

25. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any other business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

26. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held.

VOTES OF MEMBERS

27. Every member shall have one vote.

28. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee, receiver or curator bonis and any such committee, receiver or curator bonis may on a poll vote by proxy.

29. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Society have been paid.

30. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands.

31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

32. 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 Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"THE ABBEYFIELD SOCIETY LIMITED.

"I/We

" of

, in the County of

"

, being a member/members of

" the above named Society, hereby appoint

"

, of

"

, or failing him,

"

"of

" as my/our proxy to vote for me/us on my/our behalf at the (Annual

" or Extraordinary, as the case may be) General Meeting of the Society to be

" held on the day of , 19 , and at any

" adjournment thereof,

" Signed this day of 19 "

34. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"THE ABBEYFIELD SOCIETY LIMITED.

"I/We

" of

, in the County of

"

, being a member/members of

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S.
"the above-named Society, hereby appoint

" , of
" , or failing him,

" of

" as my/our proxy to vote for me/us on my/our behalf at the (Annual or
" Extraordinary, as the case may be) General Meeting of the Society to be held
" on the day of , 19 , and at any
" adjournment thereof.

" Signed this day of , 19 . "

"This form is to be used * in favour of
" against the resolution.

" Unless otherwise instructed, the proxy will vote as he thinks fit.

" * Strike out whichever is not desired."

35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
36. 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 as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

37. Any corporation which is a member of the Society may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

OFFICERS

38. The Committee shall elect a President of the Society, and may elect one or more Vice-Presidents, who shall hold office as such for three years from the date of election. A retiring President or Vice-President shall be eligible for re-election. The President and Vice-President shall have such functions as are from time to time given to them respectively by these Articles and such privileges and powers as the Committee (subject to the provisions of these Articles) from time to time determine.
39. The Committee shall also elect -
(A) A Chairman and one or more Vice - Chairmen from among the members of the Committee, and
(B) A Treasurer whether or not from among the members of the Committee.
(C) The Chairman of the Finance and General Purposes Committee, whether or not from the members of the Committee
40. (A) Each Officer elected under Article 39 shall hold office for three years from his election and shall then retire, but shall be eligible for re-election. The Committee may exercise its powers of election so as to fill an impending vacancy in any office from the occurrence of the vacancy, but shall not do so more than twelve months before the occurrence of the vacancy.
(B) Where an Officer of the Society is a member of any one or more Abbeyfield Local Societies, he shall cease to be an Officer of the Society in the event of the failure of such Local Society (if only one) or each such Local Society (if more than one) to pay to the Society the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.
41. The persons who are respectively the President, Vice-Presidents, Chairman, Vice-Chairmen, Treasurer, and Chairman of Finance and General Purposes Committee at the time of the adoption of these Articles shall continue to hold office as such respectively until the expiration of the respective periods for which they were respectively elected, and shall then be eligible for re-election.

COMMITTEE

42. (A) From and after the adoption of these Articles the Committee shall consist of -
The Chairman, Vice-Chairmen, Treasurer of the Society and Chairman of Finance and General Purposes Committee
The Regional Chairman of each Region or, if the Regional Council of the Region has so decided, his alternate nominated by the Regional Council
Not more than six ordinary members elected by the Committee as being in the opinion of the Committee persons with special administrative or financial experience or with special experience of the affairs of the Society or Abbeyfield Local Societies.

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(B) Each ordinary member of the Committee shall hold office as such for three years from the date of his election by the Committee and shall then retire and shall be eligible for re-election.

(C) The Committee may elect a person as an ordinary member in order to fill an impending vacancy from the occurrence of the vacancy, but shall not do so more than twelve months before the occurrence of the vacancy.

(D) Where an ordinary member of the Committee is a member of any one or more Abbeyfield Local Societies, he shall cease to be a Committee Member in the event of the failure of such Local Society (if only one) or each such Local Society (if more than one) to pay to the Society the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.

43. The Committee Members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Committee or any Sub-Committee of the Committee or General Meetings of the Society or in connection with the business of the Society.

BORROWING POWERS

44. The Committee may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

POWERS AND DUTIES OF COMMITTEE MEMBERS

45. The business of the Society shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by the Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Act, or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

46. All powers of the Society in relation to the alteration or replacement of the Abbeyfield Constitution or the alteration or replacement of the scale of affiliation fees shall nevertheless, unless and except so far as the Abbeyfield Constitution or the Society in General Meeting otherwise directs, be exercised by the Society in General Meeting (and not by the Committee), but only after consideration of the recommendations in regard thereto of the Committee and any representations of the Regional Councils, and so that any such exercise or excepting direction by the Society in General Meeting in relation to the alteration or replacement of the Abbeyfield Constitution shall be by means of a Special Resolution.

47. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

49. The Committee shall cause minutes to be made in books provided for the purpose-

- (A) of all appointments of Officers, ordinary members of the Committee and Associates and Honorary Officers and members of the Council made by the Committee;
- (B) of the names of the Committee Members present at each meeting of the Committee and of any sub-committee of the Committee;
- (C) of all resolutions and proceedings at all meetings of the Society and of the Committee, and of sub-committees of the Committee.

DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

50. The office of Committee Member shall be vacated if the Committee Member-

- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (B) becomes prohibited from being a Committee Member by reason of any order made under section 188 of the Act; or
- (C) becomes of unsound mind; or

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(D) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by section 199 of the Act; or

(E) resigns his office by notice in writing to the Society.

51. A Committee Member shall not vote in respect of any contract in which he is interested or any matter arising thereout.

52. The Society may by Ordinary Resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Committee Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Committee. Such removal shall be without prejudice to any claim such Committee Member may have for damages for breach of any contract of service between him and the Society.

53. The Society may by Ordinary Resolution appoint another person in place of an ordinary member of the Committee removed from office under the immediately preceding Article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Committee Member on the day on which the Committee Member in whose place he is appointed was last elected a Committee Member.

PROCEEDINGS OF COMMITTEE

54. The Committee Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Committee Member may, and the Secretary on the requisition of a Committee Member shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Committee Member for the time being absent from the United Kingdom.

55. Except with the agreement of all the members for the time being of the Committee, at least three weeks' notice in writing shall be given of every meeting of the Committee. Where a meeting of the Committee is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, save as aforesaid, it shall not be necessary to give any notice of an adjournment.

56. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be a number equal to one-third (or the integral number next greater than one-third) of the number of Committee Members for the time being.

57. The continuing Committee Members may act notwithstanding any vacancy in their body.

58. If no Chairman has been elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the senior Vice-Chairman present shall be Chairman of the Meeting. For this purpose the senior of several Vice-Chairmen shall be that one who has held office as Vice-Chairman for the longest period or combined periods of time, and as between any two or more Vice-Chairmen who have held that office for an equal time shall be determined by seniority in age. If neither the Chairman nor any Vice-Chairman has been elected, or if no Chairman or Vice-Chairman is present within five minutes after the time appointed for holding the meeting, the Committee Members present may choose one of their number to be Chairman of the meeting.

59. The Committee may delegate any of their powers to committees or sub-committees consisting of one or more such persons (whether Committee Members or not) as the Committee think fit. Any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.

60. In particular, without prejudice to the generality of the last preceding Article, the Committee shall appoint a Finance and General Purposes Committee, and delegate to it such powers of the Committee and give it such functions and duties and make such regulations for the conduct of its proceedings as the Committee shall in accordance with and implementation of the Abbeyfield Constitution and these Articles determine.

61. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

62. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

63. All acts done by any meeting of the Committee or of a committee, or by any person acting as a Committee Member or member of a committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Committee Member or person acting as aforesaid, or that they or any of them were not qualified or had not been duly appointed to act or were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member or member of a committee.

64. A resolution in writing, signed by all the Committee Members for the time being entitled to receive notice of a meeting of the Committee, shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

SECRETARY

65. The Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

66. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee Member and as, or in place of, the Secretary.

THE SEAL

67. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee of the Committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Committee Member and shall be countersigned by the Secretary or by a second Committee Member or by some other person appointed by the Committee for the purpose.

ACCOUNTS

68. The Committee shall cause proper books of account to be kept with respect to—

- (A) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
- (B) All sales and purchases of goods by the Society; and
- (C) The assets and liabilities of the Society.

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

69. The books of account shall be kept at the registered office of the Society, or subject to section 147 (3) of the Act, at such other place or places as the Committee think fit, and shall always be open to the inspection of the Committee.

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

71. The Committee shall from time to time in accordance with sections 148 to 157 of the Act, cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

73. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

NOTICES

74. A notice may be given by or in regard to the Society to any member of the Society or Committee Member either personally or by sending it by post to him or to his registered address, or (if he had no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted.

75. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them and to the Auditors for the time being of the Society.

76. If a member has no registered address in the United Kingdom and has not supplied to the Society an address within the United Kingdom for the giving of notice to him, he shall not be entitled to receive any notice from the Society.

INDEMNITY

77. Every Committee Member or other officer (including Auditor) of the Society shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to section 205 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Committee Member or other officer (including Auditor) shall be liable for any loss, damage or misfortune which may happen to or be incurred by the

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Society in the execution of the duties of his office or in relation thereto; but this Article shall only have effect in so far as its provisions are not avoided by the said section.

WINDING UP

78. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

A handwritten signature in cursive script, possibly reading "J. L. S.", is written in the center of the page.

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THE ABBEYFIELD SOCIETY LIMITED

Minutes of an Extra-Ordinary General Meeting held at the National Association of Youth Clubs, 30, Devonshire Street. London, W.1.. at 12.30 p.m. on Thursday, 29th March, 1973.

In the Chair: Mr. V. Greer National Vice-Chairman

Present:	Mr. C.G.R. Buxton	National Chairman
	Mr. A. Beeley	Hon. National Treasurer
	Dr. B. Wright	Chairman, Finance & General Purposes Committee.

and 41 other members of the Society in person or by proxy including representatives of all Abbeyfield Regions.

By invitation: 9 Area Chairmen not being Regional representatives.

Secretariat:	Mr. L.B. Walsh Atkins	General Secretary
	Mrs. P.A. Spratt	Assistant General Secretary
	Miss M. Crosse	

Mr. Lamb (Regional Chairman, South West) said that after the Abbeyfield Constitution had been adopted two years ago, it had seemed clear that a number of changes would be necessary in the Articles of Association of the Company. Counsel had confirmed that the Articles should be amended to bring them into line with the main features of the Constitution. The revised Articles, dated 22nd February, 1973, which had been circulated to the members would give effect, if adopted, to this advice. A secondary point was that although the Society was a limited company, it had made a practice of omitting the word 'Limited' from its usage except in very formal contexts. This was, strictly, contrary to s.19 of the Companies Act, and it had therefore been thought right to apply to the Department of Trade & Industry for a dispensation under s.19(2) of the Act. The Department's reply had not yet been received and it was possible that they would wish some further alterations to be made before granting dispensation. If this proved the case, it might be acceptable to the members if a further Extra-Ordinary General Meeting were called on a day when the National Executive Committee was meeting and members of the Society unable to travel to the meeting would be able to communicate their views by proxy.

In reply to Mr. Bentall, it was made clear that it was not proposed that the adoption by the National Society of the revised Articles of Association should entail any amendments of the Articles of Association of local Societies. In fact, the two in future would be different, reflecting the difference between the Constitutions in question.

On the proposal of Mr. Lamb, seconded by Miss Mosley, the Meeting UNANIMOUSLY RESOLVED, as a Special Resolution,

That the regulations contained in the existing Articles of Association shall no longer apply to this Company and that in lieu thereof the Articles of Association already prepared, a copy whereof has been initialled by the Chairman of this Meeting for the purpose of identification, be adopted by the Society and that the Secretary be directed forthwith to register the same with the Registrar of Companies.

The Meeting further agreed unanimously that any amendments proposed by the Department of Trade & Industry should be considered by a further Extra-Ordinary Meeting in the manner proposed by Mr. Lamb.

The Meeting recorded their warm appreciation of all the work and detailed attention which Mr. Lamb and Mr. Matthews (Solicitor to the Society) had given to the matter.

11

THE ABBEYFIELD SOCIETY
LIMITED

MINUTES of the 9th NATIONAL COUNCIL MEETING and 13th ANNUAL
GENERAL MEETING, held at the National Association of Youth
Clubg, 30, Devonshire Street, London, W.1., at 12 noon on
Thursday, 29th March, 1973.

In the Chair: Mr. C.G.R. Buxton, National Chairman

Present: Mr. V. Creer Vice-Chairman
Mr. A. Beeley Hon. National Treasurer
Dr. B. Wright Chairman, Finance & General
Purposes Committee
and 41 other members of the Society, including representatives of
all Abbeyfield Regions.

By invitation: 9 Area Chairmen not being Regional representatives.

Secretariat: Mr. L.B. Walsh Atkins General Secretary
Mrs. P.A. Spratt Assistant General Secretary
Miss M. Crosse

1. The National Chairman, welcoming members of the Council, read a telegram from the President, Sir Derek Pritchard, in Kuala Lumpur, regretting his inability to be present, and sending his good wishes for a successful meeting.

In view of Sir Derek's absence, the National Executive Committee had invited him to take the Chair, but he proposed that Mr. Creer, Vice-Chairman, and Dr. Wright, Chairman of the Finance & General Purposes Committee, should occupy the Chair for some parts of the Meeting. This was agreed.

Mr. Buxton said that Mr. Michael Alison, M.P., a former colleague of his in Christian Teamwork, and now Parliamentary Under-Secretary at the Department of Health & Social Security, had apologised for his inability to accept an invitation to attend and speak.

Mr. Roger Orr, who had been so prominent in Abbeyfield for many years, had just emigrated to Canada, where his children had settled, and Mr. Buxton proposed to convey to him the greetings of the Council.

Mr. Buxton introduced Mr. Antony Beeley who had taken the Office of Honorary National Treasurer from last November. Mr. Beeley was a Chartered Accountant and a Partner in the City firm of Binder, Hamlyn.

He welcomed Mr. Robertson, representing our Auditors, Messrs. Deloitte & Co., and Mr. Matthews of our Solicitors, Messrs. Ellis, Wood, Bickersteth & Hazel.

Finally, he regretted to announce the death at the early age of 42 of Mr. John Crouch, who had been National Treasurer from 1964 to 1970.

The Meeting stood in silence in memory of Mr. Crouch.

Mr. Buxton then offered the customary prayer for Abbeyfield workers and the elderly in their care.

2. Membership of the National Council

Mr. Buxton called attention to his Memorandum NCL/73, proposing certain additions to Membership of the Council.

On the proposal of Mr. Geere, seconded by Mr. Leathes, the Council unanimously
RESOLVED

that the undermentioned clauses of the Abbeyfield Constitution be amended to read as follows:

- Clause
- i) 13(5)(a) "The President, Vice-Presidents, Chairman, Vice-Chairmen, Treasurer of the Abbeyfield Society and Chairman of the Finance and General Purposes Committee"
 - ii) 13(5)(a) "Members, up to six in number....."
 - iii) 13(5)(c) "Additional members, up to nine in number....." /2 over.....

- iv) 14(4) "The National Executive Committee shall elect the National Treasurer and the Chairman of the Finance and General Purposes Committee from amongst its members or from outside the Committee".
- v) 14(12)(a) "The National Chairman, Vice-Chairmen, Treasurer and the Chairman of the Finance and General Purposes Committee".
- vi) 13(9) "One-tenth of the Membership present, in person or by proxy, shall form a quorum .
- vii) 19(2) "Amendments to the Constitution and the Guiding Principles shall require a three-quarters majority of the members present, in person or by proxy, at a meeting of the National Council".

Notes:

- 1. The alterations are indicated by underlining.
- 2. (vi) and (vii) are to clarify and to bring into line with the Articles of Association.

The Council further agreed unanimously, on the proposal of Miss Street, seconded by Mr. Bentall, that Area Chairmen who were not members of the Council in some other capacity (e.g. as Regional Representatives) should have a standing invitation to attend meetings of the Council, without power to vote. Their expenses would be claimable from their Regions.

1 At this point the meeting adjourned for an Extra-Ordinary General Meeting. Upon resumption, Mr. Creer took the Chair 1

3. The Annual Report & Accounts

A. Introducing the Annual Accounts, Mr. Beeley said that the only notable increase in Headquarters' expenditure had been £1,300 in salaries, largely due to the fact that the staff had been only brought up to its present strength towards the end of the previous year.

On the income side, the recurring income was only marginally greater and other sources of income were not dependable. The Affiliation Fees of local Societies were therefore vital to the solvency of the National Society, particularly if, as all hoped, gifts and legacies could be largely put to purposes other than Administration.

The Balance Sheet showed a notable increase of £187,000. He regarded the National Society's Capital Fund in two lights, first essentially as a reserve, and secondly as a source of income for Headquarters, whose costs were bound to rise. He himself would favour a policy of switching investments out of ordinary shares into deposits, etc. offering a high rate of interest, as soon as the state of the Stock Market rendered this possible without serious loss. The Grants & Loans Funds were already invested in deposits, etc; some of the National Development Fund was still in equities, and here too he thought that a switch would be right. Growth should be hoped for from increased donations, rather than from the uncertainties of the Stock Exchange.

On the proposal of Mr. Baptie, the Council unanimously recorded their gratitude to the President for all the work he had personally put in to his Appeal, and the splendid result achieved.

Mr. Burdett said that the Report & Accounts presented so good a picture that he hoped they would be given wide circulation.

The Council agreed to Mr. Creer's suggestion that they should record their appreciation of Mr. Neal Arden's promotion of the gramophone records which had been such a useful source of income.

National Treasure
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B. Introducing the Annual Report, Mr. Buxton said that it had been a very busy year and much had been achieved.

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The time had come however for a change in the strategic emphasis. In Abbeyfield's history there had always been 3 continuing problems - those of finance, administration and development. The emphasis in the last 2 years had been on financial and administrative reconstruction. It was satisfactory to know that the financial problems had been largely solved by the Tenth Anniversary Fund, by the increased payment of Affiliation Fees, and by the new financial strategy adopted at last year's Council to increase assured income from which headquarters expenditure can mainly be met. As to the second problem, administration, the Regional Organisation was now firmly established and working well: Headquarters was working efficiently and smoothly, but was still under great pressure so that the Finance & General Purposes Committee had authorised a search for rather larger premises, and another assistant for the General Secretary. Nevertheless administration both nationally and regionally was going well. The third problem was development, and this was now the most critical. The Abbeyfield movement had developed rapidly in the early years, but had possibly rather over-developed. The new procedure for the formation of Local Societies had been introduced and was working well, but now the difficulty was to find and establish houses in a hostile financial and legislative environment. Expansion of houses was slowing down, and the cardinal question for Abbeyfield now was whether it could adjust to the changed conditions in which local Societies had to work.

He proposed the adoption of the Annual Report & Accounts. Mr. Russell seconded the motion, which was carried unanimously.

4. Appointment of Auditors

On the proposal of Mrs. Latham, seconded by Mr. Miller, the Council unanimously re-appointed Messrs. Deloitte & Co. as Hon-Auditors, with an expression of thanks for their continuing assistance.

5. Review of Government Legislation & negotiations with Departments

The General Secretary said that the three main problems of recent concern were 'The Freeze', VAT and Housing Finance.

As the charges paid by Residents were not in law rents, the freeze on rents did not apply to the "rent equivalent" element in the charges. The main worry however was probably in the price of food, etc. and he had just circulated a statement by the Department of Trade & Industry that there would be no objection under the Consumer-inflation Act 1973 to a Charity passing on increases in costs which it had itself had to pay for goods and services received (Local Societies Circular 12/73 of 26th March).

On Value-Added Tax, correspondence starting last July had resulted in the receipt on 27th March of a revised formula by headquarters of Customs & Excise on the application of VAT to local Abbeyfield Societies. Inevitably it was complicated, although every effort had been made to simplify it as far as possible. One important concession lately received was that in calculating the element in Residents' charges which represented the value of the accommodation, the figure could be based, not on whatever mortgage a Society might or might not be carrying, but on the present open market value of the house.

The formula had been circulated to local Societies on the previous day. He was however still working on certain possibilities which had emerged from the Chancellor's Budget Speech, which might ease the problem further.

In particular, a doctrine was being evolved that Charities would be "outside the scope of the taxes" if they supplied goods and services for the relief of distress at less than cost. It had just been accepted by Customs & Excise that Abbeyfield Societies worked for the relief of distress. He thought it likely that many of them could establish that they did so at less than cost, but although he could generalise on the point, it was basically a matter of fact in each separate case. He would be glad of the Council's guidance on whether he should in these circumstances suggest to Customs & Excise that each local Society affected might be invited to discuss with its local VAT Office whether or not it was making its supplies below cost. The Council expressed assent.

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On Housing Finance, it was hoped that the new practice for Social Liability would be simpler than before. On the main issue -- the proposed review by the Government, with the voluntary movement of the future and the firming of Hostels there was no reason to doubt that the Government were going to honour this undertaking, possibly in the near future, and that we should have an opportunity of contributing.

6. Affiliation Fees

Mr. Buxton, requesting the Chair, invited the Council's concurrence in the proposal of the National Executive Committee that, despite general increases in cost, there should be no change in Affiliation Fees for 1974. The Council unanimously approved the recommendation.

7. National Development Fund

Mr. Burdett, Chairman of the National Development Fund Sub Committee, said that their work was as yet rudimentary, but they had at least been able to take their first steps. Being still very short of funds, their recommendations to the Finance & General Purposes Committee had accordingly to be strictly limited. They had therefore determined that at this stage they would concentrate on helping those who helped themselves, i.e. grants on a Pound-for-Pound basis, to those who were providing entire houses for people who could not pay more than the Supplementary Benefit rates. For the time being, Societies applying to their fund found them hard to bond from these ground rules. So far they could only concentrate about five cases in a year. Nevertheless, there was some hope that as and when more money would be available in that event the rules might change radically.

So far they had been able to recommend help to Northern Ireland as a special case, and to the Roplar and Larnham Societies. The next step was for Societies, encouraged by members of the Council, to work out schemes and submit them, but the emphasis would continue to be on development, not rescue.

Major Morton wished to record the sincere thanks of Northern Ireland Region, and especially the Belfast Society, for the help that had been given, and still more the feeling which this expressed.

Mr. Baxter proposed, with warm general assent, that the Council should record their sympathy with Northern Ireland in these difficult times.

The Council adjourned for a buffet lunch.

Dr. Wright in the Chair.

8. SOME PROBLEMS FACING LOCAL SOCIETIES & POSSIBLE SOLUTIONS

Mr. Buxton, National Chairman, drew attention to his Memorandum NS 2/73 (also circulated as Local Societies Circular 10/73) to which he had distributed an Addendum (copy attached to these Minutes) on another possible solution, namely, the deposit of capital sums by prospective residents.

Mr. Buxton said that Abbeyfield today faced quite a different situation from that which had obtained only a few years ago, and the great question and challenge was whether the Movement could adapt itself to the new environment and prosper, or whether through inability to change, it would cease to make progress. His paper had listed a variety of ways in which the Movement's expansion could be furthered, some depended on the Government, some on the National Society's ability to help, and many on the activity, enterprise and decisiveness of Local Societies themselves. Local Societies in particular should be ready to find and exploit opportunities and should make sure that their membership and organisation were suitably tuned to this purpose.

Commander Jacob, East Anglia, welcomed the idea of a new development fund, which should indeed have a regional appeal value. He hoped it could be used to help Local Societies to meet the requirements of the National Development Fund, as well as to overcome the daunting task of actually purchasing a house. He thought that the idea of pooling regions' assets would be useful.

Mr. Shaw, North East, said that in Bedfordshire they had been able to use a "deposit" scheme with very helpful, particularly in the case of the Bedfordshire Housing Association.

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who were liable for income tax at a high rate.

Mrs. Myers, North East, said that she knew of instances where a Society needing financial help had received it from another.

Mr. Burdett, East Anglia, said that Mr. Duxton's Addendum had some similarity with what they had done in one house at Cambridge: prospective residents had been asked to contribute £380. each towards the cost of conversion. This contribution had been written off over five years at £70 a year. He thought it had been an interesting experiment, but it had not been altogether successful: the house in question did not look or feel like the Society's other houses, largely perhaps because each resident considered that she owned a piece of the house.

Mrs. Dyson, East Midlands, said that in her Region there was strong support for the proposals relating to loans for deposit, or bridging loans. Loans need not be interest free, but perhaps at a cheap rate, say 5%. Quick action and other methods suggested of acquiring houses otherwise than by buying them were already much in mind in her Region. They felt that property differences were so great within regions and even within individual towns, that there was not much scope for advice except on a local basis.

Mrs. Robinson, North West, said that a Society needed money to cover not merely the period of purchase and conversion, but the time lag until all the residents were in. The funds which a Society would normally set aside for repairs could not be needed for this purpose for the first two years or so, and could be used towards the repayment of a National Society Loan.

Mr. Baptie, Scotland, said that bridging loans might run to £15,000 each. Only ten such loans would therefore require the provision and the tying up of £150,000. It would therefore be prudent for the National Society to move cautiously in this field. Bridging loans could normally already be obtained through Banks.

Mr. Wilson, West Midlands, agreed that two new Societies in his region were concerned, not about bridging loans, but about ultimate running costs.

Mrs. Latham, Wales (South), said that she had recently sought a meeting at the Welsh Office designed to cover all aspects of Abbeyfield's work. She had been delighted to be received by the heads of no fewer than fourteen departments for a three hour meeting. The atmosphere was very favourable, though the Officials had explained that there was little they could do in advance of the Departments in Whitehall. They had remarked incidentally that they thought that the distinction in Supplementary Benefit rates between "London and the Home Counties" and "Elsewhere" was quite wrong.

Mr. George and Mrs. Robertson Cole, Scotland, said that they had no problem over the initial capital. They were helped in Scotland by the fact that the Secretary of State had laid down a target for Local Authorities of 25 units of sheltered housing per 1000 population. Two houses had been leased from Local Authorities at £250 per annum, and the Council of a Border town had gifted an old people's house to Abbeyfield. Abbeyfield, having shown the way, should now press Local Authorities to provide the buildings, in which the Abbeyfield method of care of the elderly could be carried out. Local Authorities however would not say what their plans were.

Mrs. Robinson, North West, referring to membership of Committees, stressed the advantage of getting the local Planning Officer on to a new Committee, by election or co-optation. In any case, close contact should be made with him.

Mr. Burdett, referring to the last sentence of paragraph 5, said that the Association of Land and Property Developers were considering the problems of property acquisition, and that approaches to them to see if they could be of assistance to Abbeyfield had been made, and would be followed up by Mr. P. Bray, who was about to be appointed Hon. Secretary of the National Development Fund.

Mr. Russell, Scotland, enquired whether the contemplated contacts with the property world should be National or Regional. He himself favoured building up the Regional organisations.

Mr. Croer, Vice Chairman, thought that both should be pursued; one might be better in one case, and the other in another.

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Mr. Baxter, Greater London, said that Abbeyfield was unique in the streets which, though a National Organization, it placed on the back of people at local level.

On the suggestion that large houses should be accepted, the Owner being allowed to remain as a resident, Mr. Baxter advised caution, as difficulties could easily arise.

Major Rickcord, Western, said that although new to Abbeyfield, he wondered whether consideration had been given to possibilities of levelling air costs over different houses.

Mr. Burdett said that he did not wish his earlier comment to be taken as reflecting a wholly negative view of the idea of capital contributions by prospective residents. Miss Street, Wales (North), thought that objection might be felt to people as it were buying their way into an Abbeyfield house; and Mrs. Robertson Cole considered it impossible to mix in one house some residents who had put down capital with others who had not. Mr. Russell was of the opinion that there could be legal objection to a person lending money to a charity and receiving a benefit (e.g. reduced rent) in consideration of the loan: it would be necessary to clarify this point.

The Council took note of the Chairman's paper and the points made in discussion.

9. REGIONAL DEVELOPMENT FUNDS: PROCEDURES & USES

Dr. Wright, in the Chair, invited attention to the National Chairman's Memorandum NC3/73. He said that two of the principal reasons why it was necessary to agree upon some procedures for the use of monies given to Regional Development Funds were the legal position as between the National Society and the Regions, under which ultimate legal responsibility rested upon the National Society, and the need to avoid duplication between the Regional Development Fund and anything the National Society's Funds might be able to do.

The Paper set out terms of reference for Regional Development Funds, procedures to be followed by Regional Councils in administering them, and keeping the National Society informed, and a list of approved uses to which Regional Development Fund money might be put by Regional Councils without reference.

Mr. Wilson, West Midlands, proposed, and Mr. Thomas, Wales (North), representing the two Regions which had lately received substantial funds for development, proposed and seconded the adoption of the National Chairman's Paper.

Commander Jacob, East Anglia, and Mr. Russell (Scotland), wondered whether the incorporation of Regional Trusts or similar bodies ought to be considered. But Mr. Buxton advised that this was a complicated matter which he recommended should not be pursued at the present stage.

Mr. George, Scotland, enquired whether there was any bar to a Region transferring money from its General Fund to its Development Fund. Mr. Bealey, National Treasurer, considered that there was not, as at the end of the year the whole picture came together in the Balance Sheet of the National Society.

Mrs. Dyson, East Midlands, considered that the approved use "Exceptional structural repairs" should extend to extra fire precautions required by the Authorities.

The Council unanimously adopted the Paper NC3/73.

Mr. Buxton in the Chair.

10. FORUM

a) Costs of extra care

Dr. Wright said that it was important to keep a clear definition of extra care. It meant care beyond what housekeepers in normal houses could manage and restrain their sanity. If a resident in a normal house needed extra care for more than a few weeks, he or she was probably needing geriatric care, perhaps leading to terminal care. He considered that for all Societies a national standard of

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referee was essential to iron out difficulties. The economics of extra-care establishments required that they be kept full, and this could pose problems for an individual Abbeyfield Society. BUPA, with which he was also concerned, wanted to become involved in geriatric problems, and he knew they would be pleased to cooperate with a few Abbeyfield Societies.

Mrs. Myers, North East, agreed that it was right to have one doctor per house, rather than a number. He became more involved and paid more visits.

Mrs. Dyson said that at Amersham they had purpose-built a house in 1966 for £21,000 for 8 residents with 3 sick-bay rooms. They had not immediately required the latter, but in 1972, with several very aged residents, they had registered 8 rooms for extra care. The County Council would subsidise residents in these rooms in respect of the difference between the normal charge, £10, and the cost of extra-care, provisionally estimated at £14.50. The extra expenses in equipment had been a lift (£1850), a fire escape (£300), and a fire alarm (£60).

Captain James, Northwood, said that with four houses they had been troubled about residents who had become feeble but were not ill. They had therefore built a five-roomed wing to an existing house at a cost of £22,000. The wing had special facilities and a flat for its own Warden. The County gave them an average subsidy for Part III accommodation of £11.70. They had no skilled staff on the premises, but a retired doctor as administrator and a retired nurse to run it. There could be problems with two resident staff, the Housekeeper and the extra-care Warden.

Mrs. Robinson, Morecambe, said that they regarded extra care as what was required when a Housekeeper had to do permanently for a resident more than was in her normal terms of employment. In Morecambe they had insisted upon a house available to A Class residents. A resident entering the extra-care house lost her supplementary benefit (which went to the Local Council): the Council assessed the resident as to the need for care and capacity to contribute. Current rates of contributions ranged from £6.65 to £13.50. The Council would take into account the mortgage on the house. They had 13 residents and the equivalent of 6 full time staff, a slightly higher ratio than that of the local Authority, which was 1 to 3. Residents retain their own doctors. The Residents were two or three to a room.

Mrs. Robertson Cole, Edinburgh, said that their extra-care house had been going for five years. They had 12 residents in single rooms and a small ward for 3 more. They had found it necessary to have two resident SRNs, and other qualified nursing staff, non-resident: obtaining Staff had on occasion been difficult. On the medical side, she stressed the need to have doctors for ordinary houses who saw the problems from Abbeyfield's angle.

Mr. Walker, Weston-super-Mare, said that they had established an extra-care room two years ago. It had only been used twice, for three weeks on each occasion. Despite this small use they were providing two such rooms in an extension they were making to one of their houses, largely because they found that the existence of this facility gave a psychological up-lift to the normal residents, and so tended to improve their condition by relieving them of the anxiety that should they fall ill they would have to leave.

Mrs. Foster, South West, said that in the Isle of Wight there were five Societies close together, and they had established a Committee to see if a joint extra-care house could be established in the middle of the Island.

Mr. Wilson, West Midlands, said that Loughborough, with four houses, were opening an extra-care wing in November, for 7 residents. He understood that they would be offering vacancies not required by themselves to other Societies in the area.

Mr. Buxton said that he thought the ideal answer was a purpose building of one floor.

b) Abbeyfield Manual Revision

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Mr. Lamb, Regional Chairman South West and Chairman of the Manual Revision Sub-Committee, said that his Regional Council had recently expressed the hope that the Manual would be brought up to date annually. This had been discussed at a recent Meeting of the Manual Revision Sub-Committee, and it was thought that the right course was to amend those parts of the Manual which needed revision as and when the need arose - this would in effect meet the request for annual review,

18/ as the Sub-committee would be meeting at least once a year. Much of the Manual should only need revision at long intervals. Where the revisions needed did not warrant reprinting of an entire section or page, amendment sheets in the same format could be circulated; and matter which was liable to frequent revision, such as the rates of supplementary benefit, could be relegated to a special page.

The Council expressed general satisfaction with these proposals, and agreed that the existing format was satisfactory.

c) Relations with local Authorities

Mrs. Dyson, East Midlands, said that in many cases it seemed that Local Societies had established good relations with Local Authorities at Councillor level, but had omitted to get on similar terms with the officials of Local Authorities. This lack of contact could lead to misunderstanding of the nature and purpose of Abbeyfield at the preparatory working level.

The Council agreed that it was important to establish good relations with Local Authority Officials, particularly in view of the coming reorganisation of Local Government in England.

d) Housekeepers

Mrs. Robertson Cole said that the obtaining of Housekeepers continued to be a problem.

There was a general feeling that Societies were wise to offer accommodation for a housekeeper with husband.

11. Conclusion

Closing the Meeting, Mr. Buxton, National Chairman, repeated that in his view, Abbeyfield was at a critical time; and he hoped that in years to come it would be found that the Movement had adapted itself to the changed environment, and had thrived and prospered accordingly.

The Meeting closed at 5.15 p.m.

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THE ABBEYFIELD SOCIETY

President :

SR DEREK PRITCHARD

National Chairman :

CHRISTOPHER BUXTON, M.A., M.B.A.

Joint National Chairmen :

VICTOR CREER, M.A.

ALD. RAYMOND PENHALE, O.B.E.

Hon. National Treasurer :

ANTHONY BEELEY, F.C.A.

35a HIGH STREET, POTTERS BAR, HERTS.
REG. OFFICE
Potters Bar 43371

General Secretary :

L.D. WALSH ATKINS, C.M.G., C.V.O., B.A., M.B.M.

"An imaginative design for living for elderly people who would otherwise be on their own"

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Members of The Abbeyfield Society Limited will be convened at
5 BELGRAVE SQUARE, LONDON, S.W.1.
on Thursday, 16th May, 1974, at 12.15 p.m. for the purpose of considering and if thought fit of passing the following Resolutions which will be proposed as Special Resolutions:

R E S O L U T I O N S

1. That the conditions contained in Clause 3 and 4 of the Memorandum of Association of the Company be altered in manner following, namely:-

(a) By the insertion in Clause 3 (D) after the words "for charitable purposes only" of the words "and being purposes conducive to the Society's objects".

(b) By the deletion of the third proviso of Clause 3 reading as follows:-

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

and the substitution therefor of the following proviso:-

"Provided that the objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers".

(c) By the addition to the first paragraph of Clause 4 after the words "Members of the Society" of the following words "And no member of the Executive Committee or governing body shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth (other than his out of pocket expenses) from the Society".

(d) By the insertion in Clause 4 (a) after the words "any Member of the Society" of the words "(not being a Member of the Executive Committee or Governing Body)".

2. That the Articles of Association of the Company be altered in manner following, namely:-

(a) By the deletion in Articles 33 and 34 of the word "Limited".

(b) By the addition to Article 42 of the following sub-paragraph:-

"(E) No person who is not a Member of the Society shall be qualified to hold office as a Committee Member".

(c) By the deletion in Article 44 of the words "or of any third party".

(d) By the insertion in Article 47 after the words "for such purposes" of the words "outside the United Kingdom".

(e) By the deletion of the semi-colon in Article 50 (B) and by the addition to that sub-paragraph of the following words "by virtue of section 185 of the Act; or".

(f) By the deletion in Article 50 (E) of the fullstop and the substitution thereof of a semi-colon followed by the word "or", and the addition to Article 50 of the following sub-paragraph:-

" (F) ceases to be a Member of the Society".

(g) By the deletion of the whole of the second sentence of Article 52.

(h) By the insertion at the end of the first sentence of Article 59 after the words "think fit" of the words "but so that any such committee or sub-committee shall have a majority of persons thereon who are Members of the Society".

(i) By the deletion from Article 71 of the words "Sections 148 to 157" and the substitution of the words "the provisions" and by the insertion after the words "of the Act" of the words "and of the Companies Act 1967".

(j) By the deletion from Article 73 of the number "162" and the substitution of the number "161", and by the addition to that Article of the words "and Section 14 of the Companies Act 1967".

(k) By the addition to the Articles of Association of the following Article to be numbered 79 -

"79. No addition or alteration to the provisions of the Society's Memorandum or Articles of Association shall be made without the approval of the Department of Trade and Industry".

3. That pursuant to the Licence of the Department of Trade and Industry granted on the day of 1974 under Section 19 of the Companies Act 1948 the name of the Company be changed to "THE ABBEYFIELD SOCIETY".

BY ORDER OF THE EXECUTIVE COMMITTEE

C.G.R. BUXTON

Dated: 22nd April, 1974.

Chairman

NOTE A Member of the Company who is entitled to attend and vote at the above Meeting is entitled to appoint a Proxy or Proxies to attend and vote in his place. A Proxy need not be a Member of the Company.

A true copy of the Special Resolutions submitted to & unanimously adopted by the Company on 16th May 1974.
L. G. Buxton Secretary. 30.5.74.

THE ABBEYFIELD SOCIETY LIMITED

MINUTES of an EXTRAORDINARY GENERAL MEETING held at
5 Belgrave Square, London, S.W.1, on Thursday,
16th May 1974, at 12.30 p.m.

<u>In the Chair:</u>	Sir Derek Pritchard	President
	Mr. C. G. R. Buxton	National Chairman
	Mr. V. Creer	National Vice-Chairman
	Mr. A. Beeley	Hon. National Treasurer

and 42 other members of the Society in person or by
proxy, including representatives of all Abbeyfield Regions.

By invitation: 8 Area Chairmen, not being Regional
representatives.

Mr. E. Norman Matthews	Ellis, Wood, Bickersteth & Hazel (Solicitors)
Mr. R. P. Miller	Deloitte & Co. (Auditors)

<u>Secretariat:</u>	Mr. L.B. Walsh Atkins	General Secretary
	Mrs. P.A. Spratt	Financial Secretary
	Miss E.M. Church	Executive Secretary

Mr. Lamb (Regional Chairman, South West) recalled that at
the Extraordinary General Meeting held on 29th May 1973 a
Special Resolution had been passed adopting a number of
amendments to the Articles of Association. The Meeting
had also agreed that further consideration should be given
to any amendments proposed by the Department of Trade &
Industry in connection with the Society's application to
dispense with the word "Limited".

The Department of Trade had now indicated their readiness to
issue the necessary Licence under s. 19 of the Companies
Act, 1948, subject to the adoption by the Company of the
amendments to the Memorandum and to the Articles of Association
proposed in Special Resolutions 1 & 2 respectively.

On the proposal of Mr. Lamb, seconded by Mr. A. Brown
(Greater London), the Meeting UNANIMOUSLY RESOLVED that the
amendments to the Memorandum and Articles of Association
of the Company, proposed in the Special Resolutions 1 & 2,
set out in the Notice of the Extraordinary General Meeting,
be adopted; and that the name of the Company be changed as
proposed in Special Resolution 3.

The Meeting recorded their warm appreciation for all the time
and attention which Mr. Lamb and Mr. Matthews had given to the
matter.

Distribution:
National Council
Area Chairmen
All local Societies (2 copies)

True copy.
As local Authorities
Secretary, The Abbeyfield Society, Ltd.

574816/37
22.2.73

*As amended by Special Resolution of the company
16th May 1974. Principal Secretary*

Mark

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Secretary

Articles of Association

of

THE ABBEYFIELD SOCIETY
LIMITED

✓ 574816

(Amendment pursuant to Special Resolution passed on 16. May 1974)

INTERPRETATION

1. In these regulations unless the context otherwise requires:-

"The Act" means the Companies Act, 1948, and these Articles shall be construed with reference thereto.

"The Society" means the above-named Society.

"Abbeyfield Local Societies" means bodies corporate or unincorporated (other than the Society) which are at the time in question affiliated to the Society whether by virtue of an Affiliation Agreement or not and with the consent of the Society use the name "Abbeyfield" in their title or description.

"Affiliation Agreements" means agreements which at any time have been entered into between the Society and any other body or bodies corporate or unincorporated having in regard to any locality or respective localities the same or substantially the same objects as those of the Society and which agreements are intended to constitute such body or bodies into a common movement under the guidance of the Society.

"Affiliation fees" means the yearly sum from time to time resolved at the National Council meetings as being the amount to be subscribed each year by Local Abbeyfield Societies for affiliation to the Society which yearly amounts shall become due on the dates appointed for payment at such meetings.

"The Abbeyfield Constitution" means the constitution for the time being in force providing for the organization of the Abbeyfield Local Societies in such a common movement as aforesaid and their direct or indirect representation in area, regional and national organs of the movement.

"The Committee" means the Executive Committee of the Society.

"Committee Member" means a member of the Executive Committee of the Society or a Director as referred to in the Act.

"The Office" means the registered office of the Society.

"Region" means a territorial region for the time being established and designated as a region under the Abbeyfield Constitution.

"Regional Chairman", "Regional Treasurer" and "Regional Secretary" in relation to any Region mean the persons for the time being respectively holding those respective offices in the Region under the Abbeyfield Constitution.

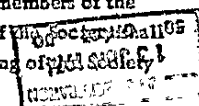
"Regional Council" in relation to any Region means the Council established for the Region under the Abbeyfield Constitution.

"The Seal" means the common seal of the Society.

"The Secretary" means any person appointed to perform the duties of the Secretary of the Society. Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the definitions set out above or the context otherwise require, words or expressions contained in these Articles shall bear the same meaning as they have when used in the Act or any statutory modification thereof in force at the date at which these Articles became binding upon the Society.

General Meetings of the Society may be known as National Council Meetings, and members of the Society may be known as National Council Members, but every Annual General Meeting of the Society shall be in accordance with the Act and Article 11 always be specified as an Annual General Meeting of the Society in the notices calling it.



2. The Society is established for the purpose expressed in the Memorandum of Association and the number of members with which the Society was registered was 50.

MEMBERS AND MEMBERSHIP

3. (A) From and after the adoption of these Articles, the following persons (and no others) shall be eligible for membership of the Society:-
- (i) The President, Vice-Presidents, Chairman, Vice-Chairmen, Treasurer of the Society and Chairman of Finance and General Purposes Committee.
 - (ii) The Regional Chairman, Regional Treasurer and Regional Secretary of each Region
 - (iii) In regard to each Region, two members of its Regional Council elected by the Regional Council of the Region
 - (iv) Every person who is a Committee Member, or a member of the Finance and General Purposes Committee of the Society but who is not for the time being eligible for membership of the Society as falling under any of the previous provisions of this Article.
 - (v) Not more than six persons elected by the Committee as being persons who the Committee consider have a particular contribution to make to the deliberations or activities of the members of the Society.
 - (vi) Persons elected by a General Meeting of the Society or by the Committee as being in the opinion of the electing body persons who have given special services in the past to the Society and whose advice should be available in future to the Society; but neither such electing body may make any election so as to increase the number of persons for the time being eligible for membership under this provision beyond nine.
- (B) Any person elected under sub-paragraph (A) of this Article to be eligible for membership shall remain eligible for membership until the conclusion of the next meeting of the electing body who shall have elected him or her to membership which shall take place after the expiry of three years from the date of election and shall then cease to be eligible but may be re-elected eligible for membership.
4. Every person who is under Article 3 eligible for membership of the Society shall become a member of the Society forthwith on being entered in the register of members after producing such evidence (if any) as the Secretary shall reasonably require to show his eligibility for membership.
5. The Secretary shall keep the register of the members of the Society.
6. The rights of a member shall not be transferable or transmissible.
7. A member of the Society shall (notwithstanding Article 3 (B)) cease to be such a member -
- (A) On the expiration of a written notice, given to the Secretary at least six months beforehand of his intention to withdraw from the Society; or
 - (B) By ceasing to be eligible for membership under Article 3, either through ceasing to hold a qualifying office specified in Article 3 (A), or (where elected by a Regional Council) through ceasing to be a member of that Regional Council, or through expiration of his period of eligibility at the conclusion of the Meeting referred to in Article 3 (B); or
 - (C) Where he is a member of any one or more Abbeyfield Local Societies, by the failure of such Society (if only one) or each such Society (if more than one) to pay the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.
8. It shall be lawful for any person being a member of the Society to guarantee any larger sum than £1 by executing a bond or subscription contract with the Society to that effect.
9. Any person ceasing by any means to be a member shall remain liable for and shall pay to the Society all moneys due from him to the Society at the time of his ceasing to be a member or for which he may become liable under the provision of the Memorandum of Association or any bond or subscription contract entered into under the last preceding Article.
10. It shall be lawful for the Committee to provide for the admission of such persons as they may think fit to be Associates of the Society and for the rights, duties and liabilities (if any) of such Associates but so that such persons shall not by virtue only of having been admitted to be such Associates as aforesaid be members of the Society and that such rights shall not include a right to speak or vote at General Meetings of the Society.

GENERAL MEETINGS

11. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.

12. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

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

NOTICE OF GENERAL MEETINGS

14. A General Meeting (whether an Annual or Extraordinary General Meeting) shall be called by twenty-one days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society.

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, members present in person or by proxy equal in number to one-tenth (or the integral number next greater than one-tenth) of the number of members of the Society shall be a quorum.

18. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week but one, at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

19. The President shall preside as Chairman at every General Meeting of the Society or, if there is no President or if he is not present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, such Vice-President as is present and willing to act and is either the only Vice-President present and willing to act or appointed by the Vice-Presidents present to act shall be Chairman of the meeting, but if there is no Vice-President present and willing to act, such person as the Committee select before the time appointed for the holding of the meeting shall be Chairman of the meeting.

20. If at any meeting there is no person appointed by or under the last preceding Article to be Chairman of the meeting, or the person who would be the Chairman under that Article is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall choose a person to be Chairman of the meeting.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-

(A) by the Chairman; or

(B) by at least three members present in person or by proxy; or

(C) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands 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 book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

25. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any other business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

26. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held.

VOTES OF MEMBERS

27. Every member shall have one vote.

28. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee, receiver or curator bonis and any such committee, receiver or curator bonis may on a poll vote by proxy.

29. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Society have been paid.

30. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands.

31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

32. 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 Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"THE ABBEYFIELD SOCIETY LIMITED.

"I/We

" of , in the County of

" , being a member/members of

" the above named Society, hereby appoint

" , of

" , or failing him,

"

"of

" as my/our proxy to vote for me/us on my/our behalf at the (Annual

" or Extraordinary, as the case may be) General Meeting of the Society to be

" held on the , day of , 19 , and at any

" adjournment thereof.

" Signed this day of 19 "

34. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"THE ABBEYFIELD SOCIETY LIMITED.

"I/We

" of , in the County of

" , being a member/members of

"the above-named Society, hereby appoint
 " , of
 " , or failing him,
 " of
 " as my/our proxy to vote for me/us on my/our behalf at the (Annual or
 " Extraordinary, as the case may be) General Meeting of the Society to be held
 " on the day of , 19 , and at any
 " adjournment thereof.

" Signed this day of , 19 . "

"This form is to be used * in favour of
~~against~~ the resolution.

" Unless otherwise instructed, the proxy will vote as he thinks fit.

" * Strike out whichever is not desired."

35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
 36. 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 as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

37. Any corporation which is a member of the Society may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

OFFICERS

38. The Committee shall elect a President of the Society, and may elect one or more Vice-Presidents, who shall hold office as such for three years from the date of election. A retiring President or Vice-President shall be eligible for re-election. The President and Vice-President shall have such functions as are from time to time given to them respectively by these Articles and such privileges and powers as the Committee (subject to the provisions of these Articles) from time to time determine.
 39. The Committee shall also elect -
 (A) A Chairman and one or more Vice-Chairmen from among the members of the Committee, and
 (B) A Treasurer whether or not from among the members of the Committee.
 (C) The Chairman of the Finance and General Purposes Committee, whether or not from the members of the Committee
 40. (A) Each Officer elected under Article 39 shall hold office for three years from his election and shall then retire, but shall be eligible for re-election. The Committee may exercise its powers of election so as to fill an impending vacancy in any office from the occurrence of the vacancy, but shall not do so more than twelve months before the occurrence of the vacancy.
 (B) Where an Officer of the Society is a member of any one or more Abbeyfield Local Societies, he shall cease to be an Officer of the Society in the event of the failure of such Local Society (if only one) or each such Local Society (if more than one) to pay to the Society the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.
 41. The persons who are respectively the President, Vice-Presidents, Chairman, Vice-Chairmen, Treasurer, and Chairman of Finance and General Purposes Committee at the time of the adoption of these Articles shall continue to hold office as such respectively until the expiration of the respective periods for which they were respectively elected, and shall then be eligible for re-election.

COMMITTEE

42. (A) From and after the adoption of these Articles the Committee shall consist of -
 The Chairman, Vice-Chairmen, Treasurer of the Society and Chairman of Finance and General Purposes Committee
 The Regional Chairman of each Region or, if the Regional Council of the Region has so decided, his alternate nominated by the Regional Council
 Not more than six ordinary members elected by the Committee as being in the opinion of the Committee persons with special administrative or financial experience or with special experience of the affairs of the Society or Abbeyfield Local Societies.

(B) Each ordinary member of the Committee shall hold office as such for three years from the date of his election by the Committee and shall then retire and shall be eligible for re-election.

(C) The Committee may elect a person as an ordinary member in order to fill an impending vacancy from the occurrence of the vacancy, but shall not do so more than twelve months before the occurrence of the vacancy.

(D) Where an ordinary member of the Committee is a member of any one or more Abbeyfield Local Societies, he shall cease to be a Committee Member in the event of the failure of such Local Society (if only one) or each such Local Society (if more than one) to pay to the Society the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.

(E) No person who is not a Member of the Society shall be qualified to hold office as a Committee Member. The Committee Members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Committee or any Sub-Committee of the Committee or General Meetings of the Society or in connection with the business of the Society.

BORROWING POWERS

44. The Committee may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

POWERS AND DUTIES OF COMMITTEE MEMBERS

45. The business of the Society shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by the Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Act, or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

46. All powers of the Society in relation to the alteration or replacement of the Abbeyfield Constitution or the alteration or replacement of the scale of affiliation fees shall nevertheless, unless and except so far as the Abbeyfield Constitution or the Society in General Meeting otherwise directs, be exercised by the Society in General Meeting (and not by the Committee), but only after consideration of the recommendations in regard thereto of the Committee and any representations of the Regional Councils, and so that any such exercise or excepting direction by the Society in General Meeting in relation to the alteration or replacement of the Abbeyfield Constitution shall be by means of a Special Resolution.

47. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these Articles and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

49. The Committee shall cause minutes to be made in books provided for the purpose-

- (A) of all appointments of Officers, ordinary members of the Committee and Associates and Honorary Officers and members of the Council made by the Committee;
- (B) of the names of the Committee Members present at each meeting of the Committee and of any sub-committee of the Committee;
- (C) of all resolutions and proceedings at all meetings of the Society and of the Committee, and of sub-committees of the Committee.

DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

50. The office of Committee Member shall be vacated if the Committee Member-

- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (B) becomes prohibited from being a Committee Member by reason of any order made under section 188 of the Act or by virtue of Section 185 of the Act; or
- (C) becomes of unsound mind; or

(D) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by section 199 of the Act; or

(E) resigns his office by notice in writing to the Society, or
51. ~~A Committee Member shall not vote in respect of any contract in which he is interested or any matter arising thereout.~~ *ceases to be a Member of the Society.* *Best*

52. The Society may by Ordinary Resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Committee Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Committee. ~~Such removal shall be without prejudice to any claim such Committee Member may have for damages for breach of any contract of service between him and the Society.~~ *Best*

53. The Society may by Ordinary Resolution appoint another person in place of an ordinary member of the Committee removed from office under the immediately preceding Article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Committee Member on the day on which the Committee Member in whose place he is appointed was last elected a Committee Member.

PROCEEDINGS OF COMMITTEE

54. The Committee Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Committee Member may, and the Secretary on the requisition of a Committee Member shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Committee Member for the time being absent from the United Kingdom.

55. Except with the agreement of all the members for the time being of the Committee, at least three weeks' notice in writing shall be given of every meeting of the Committee. Where a meeting of the Committee is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, save as aforesaid, it shall not be necessary to give any notice of an adjournment.

56. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be a number equal to one-third (or the integral number next greater than one-third) of the number of Committee Members for the time being.

57. The continuing Committee Members may act notwithstanding any vacancy in their body.

58. If no Chairman has been elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the senior Vice-Chairman present shall be Chairman of the Meeting. For this purpose the senior of several Vice-Chairmen shall be that one who has held office as Vice-Chairman for the longest period or combined periods of time, and as between any two or more Vice-Chairmen who have held that office for an equal time shall be determined by seniority in age. If neither the Chairman nor any Vice-Chairman has been elected, or if no Chairman or Vice-Chairman is present within five minutes after the time appointed for holding the meeting, the Committee Members present may choose one of their number to be Chairman of the meeting.

59. *but so that any or more such persons (whether Committee Members or not) as the Committee think fit.* The Committee may delegate any of their powers to committees or sub-committees consisting of one or more such persons (whether Committee Members or not) as the Committee think fit. Any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.

60. *Such committee shall have a majority of persons who are Members of the Society.* In particular, without prejudice to the generality of the last preceding Article, the Committee shall appoint a Finance and General Purposes Committee, and delegate to it such powers of the Committee and give it such functions and duties and make such regulations for the conduct of its proceedings as the Committee shall in accordance with and implementation of the Abbeyfield Constitution and these Articles determine.

61. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

62. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

63. All acts done by any meeting of the Committee or of a committee, or by any person acting as a Committee Member or member of a committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Committee Member or person acting as aforesaid, or that they or any of them were not qualified or had not been duly appointed to act or were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member or member of a committee.

64. A resolution in writing, signed by all the Committee Members for the time being entitled to receive notice of a meeting of the Committee, shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

SECRETARY

65. The Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
66. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a Committee Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee Member and as, or in place of, the Secretary.

THE SEAL

67. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee of the Committee authorized by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Committee Member and shall be countersigned by the Secretary or by a second Committee Member or by some other person appointed by the Committee for the purpose.

ACCOUNTS

68. The Committee shall cause proper books of account to be kept with respect to:-
- (A) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
 - (B) All sales and purchases of goods by the Society; and
 - (C) The assets and liabilities of the Society.

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

69. The books of account shall be kept at the registered office of the Society, or subject to section 147 (3) of the Act, at such other place or places as the Committee think fit, and shall always be open to the inspection of the Committee.

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

71. The Committee shall from time to time in accordance with ~~sections 148 to 151~~ ^{the provisions and of the Companies Act 1967} of the Act cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

73. Auditors shall be appointed and their duties regulated in accordance with sections 159 to ¹⁶¹ ~~162~~ of the Act and ^{Section 14 of the Companies Act 1967.}

NOTICES

74. A notice may be given by or in regard to the Society to any member of the Society or Committee Member either personally or by sending it by post to him or to his registered address, or (if he had no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted.

75. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them and to the Auditors for the time being of the Society.

76. If a member has no registered address in the United Kingdom and has not supplied to the Society an address within the United Kingdom for the giving of notice to him, he shall not be entitled to receive any notice from the Society.

INDEMNITY

77. Every Committee Member or other officer (including Auditor) of the Society shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to section 205 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Committee Member or other officer (including Auditor) shall be liable for any loss, damage or misfortune which may happen to or be incurred by the

Society in the execution of the duties of his office or in relation thereto; but this Article shall only have effect in so far as its provisions are not avoided by the said section.

WINDING UP

78. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

79. No addition or alteration to the provisions of the Society's Memorandum or Articles of Association shall be made without the approval of the Department of Trade and Industry.

h. B. B.

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B. B. B. B.
Secretary.

Secretary.

Memorandum of Association

THE ABBEYFIELD SOCIETY
LIMITED

1. The name of the Company (hereinafter called " the Society ") is " THE ABBEYFIELD SOCIETY LIMITED."

3. The Society is established for the public benefit for the following objects :—

- (1) The relief and care of elderly persons of all classes suffering from the disabilities of old age or otherwise in need.
- (2) The spreading of Christian principles to all human relationships and the application of humanitarian aims to promote the relief of the elderly.
- (3) To provide further education in the sphere of voluntary work, social work and similar activities so as to inculcate the principles of good citizenship.
- (4) Such other purposes recognised by English law as charitable as the Society shall determine from time to time.

And in furtherance of the foregoing objects but not otherwise the Society shall have the following powers :—

- (A) To establish, manage, improve and construct in the United Kingdom and elsewhere houses, homes, hostels and clubs and recreation centres for

elderly, neglected, old or handicapped people and provide them there and in their own homes with care, security and Christian love.

- (B) To persuade and assist individuals and the community at large to realise, live up to and bear their Christian and citizen responsibilities to those who are elderly, neglected, old or handicapped or otherwise in need of care and attention.
- (C) To provide training and experience for persons interested in social work.
- (D) To assist, establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent for, or manage, lend money or any other assistance to any association, society or other body corporate or unincorporate established for charitable purposes only, and for the purpose (and only for the purpose) of promoting any objects of the Society to co-operate with manufacturers, dealers or other traders and with the Press and other sources of publicity.
- (E) To enter into any arrangements with any authorities, municipal, local or otherwise in furtherance of the Society's objects or any of them, and to obtain from any such authorities any rights, privileges and concessions which shall lead to that end and to carry out, exercise and comply with all such arrangements, rights, privileges and concessions.
- (F) To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, sell, lease or otherwise dispose of or mortgage any real or personal estate and whether or not subject to any trusts, and to construct, maintain and alter any of the same as shall be necessary or convenient for any of the purposes of the Society.
- (G) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and are directly or indirectly ancillary to its objects.
- (H) To borrow or raise money for the objects of the Society on such terms (with any necessary consents) and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise.

and being purposes conducive
to the Society's objects

insert

- (I) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- (J) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (K) To make charitable donations.
- (L) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Society shall not undertake any permanent trading activities in raising funds for its primary charitable objects.
- (M) To print and publish or to arrange to have printed and published either gratuitously or by way of sale any newspapers, periodicals, books, reports or leaflets.
- (N) To employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Society and as employers of staff 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.
- (O) To amalgamate with and to purchase the whole or any part which may lawfully be acquired of the property of any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association.
- (P) To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society.
- (Q) To do all such other things as shall further the attainment of the objects of the Society or any of them.

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

Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

back
~~Provided that the Society shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Society would make it a trade union.~~
objects of the extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

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

4. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society. *And no member of the Executive Committee or governing body shall be appointed to any office of the Society paid by salary or fees*
 Provided that nothing herein shall prevent—

- or receive any remuneration or other benefit in money or money's worth (other than his out of pocket expenses) from the Society.*
back
- (a) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society *(not being a member of the Executive Committee or governing body)* in return for any services actually rendered to the Society, nor
 - (b) the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or the rate for the time being prescribed by the Treasury in manner mentioned
- back*

in section 189 (i) Housing Act 1957 (whichever rate shall be the less) or reasonable and proper rent for premises demised or let by any member to the Society.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required, not exceeding £1.

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

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

LSRB
3.5.74.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Dated this day of , 19 .

Witness to the above Signatures—



DEPARTMENT OF TRADE ~~AND~~ INDUSTRY

**LICENCE granted by the Secretary of State
pursuant to Section 19(2) of the Companies Act, 1948**

WHEREAS it has been proved to the satisfaction of the Secretary of State that the objects of

THE ABBEYFIELD SOCIETY LIMITED

which was registered under the Companies Act, 1948 (hereinafter called the "Act") are restricted to those specified in subsection (1) of Section 19 of the Act, and to objects incidental or conducive thereto and that by its constitution the said Company is required to apply its income and property whencesoever derived solely towards the promotion of the objects of the said Company as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Company.

NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Company and on the condition that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by him, the Secretary of State in exercise of his powers under subsection (2) of the said Section 19, does by this licence authorise the said Company to make a change in its name ~~including~~ consisting of the omission of the word "Limited."

SIGNED this 10th day of June 1974

An Assistant Secretary, Department of Trade ~~and~~ Industry.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 574816/39.

I hereby certify that

THE ABBEYFIELD SOCIETY LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

THE ABBEYFIELD SOCIETY
(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE SECRETARY OF STATE FOR TRADE)
Given under my hand at London the 20TH JUNE 1974

N. TAYLOR

Assistant Registrar of Companies

574816/42

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

THE ABBEYFIELD SOCIETY

Memorandum

AND

Articles of Association

Incorporated the 27th day of November, 1956

Certificate No. 574816





DEPARTMENT OF TRADE

LICENCE granted by the Secretary of State
pursuant to Section 19(2) of the Companies Act, 1948

WHEREAS it has been proved to the satisfaction of the Secretary of State that the objects of

THE ABBEYFIELD SOCIETY LIMITED

which was registered under the Companies Act, 1948 (hereinafter called the "Act") are restricted to those specified in subsection (1) of Section 19 of the Act, and to objects incidental or conducive thereto and that by its constitution the said Company is required to apply its income and property whencesoever derived solely towards the promotion of the objects of the said Company as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Company.

NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Company and on the condition that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by him, the Secretary of State in exercise of his powers under subsection (2) of the said Section 19, does by this licence authorise the said Company to make a change in its name consisting of the omission of the word "Limited."

SIGNED this

10th.

day of

June

19 74

An Assistant Secretary, Department of Trade

CD/43A.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

OF

THE ABBEYFIELD SOCIETY

(Amended pursuant to Special Resolution passed on the 15th May 1970 and further amended pursuant to Special Resolution passed on the 16th May 1974)

1. The name of the Company (hereinafter called "the Society") is "The Abbeyfield Society Limited." ✓
2. The Registered Office of the Society will be situate in England. ✓
3. The Society is established for the public benefit for the following objects:—
 - (1) The relief and care of elderly persons of all classes suffering from the disabilities of old age or otherwise in need. H/c
 - (2) The spreading of Christian principles to all human relationships and the application of humanitarian aims to promote the relief of the elderly.
 - (3) To provide further education in the sphere of voluntary work, social work and similar activities so as to inculcate the principles of good citizenship.
 - (4) Such other purposes recognised by English law as charitable as the Society shall determine from time to time.

And in furtherance of the foregoing objects but not otherwise the Society shall have the following powers:—

- (a) To establish, manage, improve and construct in the United Kingdom and elsewhere houses, homes, hostels and clubs and recreation centres for elderly, neglected, old or handicapped people and provide them there and in their own homes with care, security and Christian love.

N.B. The name of the Company was changed to "The Abbeyfield Society" pursuant to a licence granted by The Secretary of State for Trade on the 20th June 1974

- (b) To persuade and assist individuals and the community at large to realise, live up to and bear their Christian and citizen responsibilities to those who are elderly, neglected, old or handicapped or otherwise in need of care and attention.
- (c) To provide training and experience for persons interested in social work.
- (d) To assist, establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent for, or manage, lend money or any other assistance to any association, society or other body corporate or unincorporate established for charitable purposes only and being purposes conducive to the Society's objects, and for the purpose (and only for the purpose) of promoting any objects of the Society to co-operate with manufacturers, dealers or other traders and with the Press and other sources of publicity.
- (e) To enter into any arrangements with any authorities, municipal, local or otherwise in furtherance of the Society's objects or any of them, and to obtain from any such authorities any rights, privileges and concessions which shall lead to that end and to carry out, exercise and comply with all such arrangements, rights, privileges and concessions.
- (f) To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, sell, lease or otherwise dispose of or mortgage any real or personal estate and whether or not subject to any trusts, and to construct, maintain and alter any of the same as shall be necessary or convenient for any of the purposes of the Society.
- (g) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and are directly or indirectly ancillary to its objects.
- (h) To borrow or raise money for the objects of the Society on such terms (with any necessary consents) and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise.
- (i) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- (j) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (k) To make charitable donations.
- (l) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Society shall not undertake any permanent trading activities in raising funds for its primary charitable objects.
- (m) To print and publish or to arrange to have printed and published, either gratuitously or by way of sale any newspapers, periodicals, books, reports or leaflets.
- (n) To employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Society and as employers of staff 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.
- (o) To amalgamate with and to purchase the whole or any part which may lawfully be acquired of the property of any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association.
- (p) To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society.
- (q) To do all such other things as shall further the attainment of the objects of the Society or any of them.

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

Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

Provided that the objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Society shall not sell, mortgage, charge

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

4. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society, and no member of the Executive Committee or Governing Body shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth (other than his out of pocket expenses) from the Society.

Provided that nothing herein shall prevent—

- (a) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society (not being a member of the Executive Committee or Governing Body) in return for any services actually rendered to the Society, nor
- (b) the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or the rate for the time being prescribed by the Treasury in manner mentioned in section 189 (i) Housing Act 1957 (which-ever rate shall be the less) or reasonable and proper rent for premises demised or let by any member to the Society.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required, not exceeding £1.

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

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. A. BLAKE,
Town Hall, Bermondsey,
S.E. 16
Establishment Officer.

C. H. BULTEEL,
Wellington College,
Crowthorne, Berks.
Schoolmaster.

L. A. SUNDERLAND,
50, Eugenia Road,
S.E. 16
Housekeeper.

K. F. STEVEN,
65, London Wall,
E.C. 2.
Chartered Accountant.

J. M. BOWERS,
12, Whitehall,
S.W. 1.
Solicitor.

SUSAN GIBBS,
279, Lynton Road,
S.E. 16.
Spinster.

B. LODGE PATCH,
Lady Gomm House,
Hawkstone Road,
S.E. 16.
Schoolmistress.

DATED the 20th day of November 1956.

WITNESS to the above Signatures:—

JENNIFER A. PREVITÉ,
50, Eugenia Road,
Bermondsey, S.E. 16.
Secretary.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Articles of Association

OF

THE ABBEYFIELD SOCIETY ✓

(As adopted by Special Resolution passed on the 29th March 1973 and further amended by Special Resolution passed on the 16th May 1974) ✓

INTERPRETATION

1. In these regulations unless the context otherwise requires:—

"The Act" means the Companies Act, 1948, and these Articles shall be construed with reference thereto.

"The Society" means the above-named Society.

"Abbeyfield Local Societies" means bodies corporate or unincorporated (other than the Society) which are at the time in question affiliated to the Society whether by virtue of an Affiliation Agreement or not and with the consent of the Society use the name "Abbeyfield" in their title or description.

"Affiliation Agreements" means agreements which at any time have been entered into between the Society and any other body or bodies corporate or unincorporated having in regard to any locality or respective localities the same or substantially the same objects as those of the Society and which agreements are intended to constitute such body or bodies into a common movement under the guidance of the Society.

"Affiliation fees" means the yearly sum from time to time resolved at the National Council meetings as being the amount to be subscribed each year by Local Abbeyfield Societies for affiliation to the Society which yearly amounts shall become due on the dates appointed for payment at such meetings.

"The Abbeyfield Constitution" means the constitution for the time being in force providing for the organisation of the Abbeyfield Local Societies in such a common movement as aforesaid and their direct or indirect representation in area, regional and national organs of the movement.

"The Committee" means the Executive Committee of the Society.

"Committee Member" means a member of the Executive Committee of the Society or a Director as referred to in the Act.

"The Office" means the registered office of the Society.

"Region" means a territorial region for the time being established and designated as a region under the Abbeyfield Constitution.

"Regional Chairman", "Regional Treasurer" and "Regional Secretary" in relation to any Region mean the persons for the time being respectively holding those respective offices in the Region under the Abbeyfield Constitution.

"Regional Council" in relation to any Region means the Council established for the Region under the Abbeyfield Constitution.

"The Seal" means the common seal of the Society.

"The Secretary" means any person appointed to perform the duties of the Secretary of the Society.

Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the definitions set out above or the context otherwise require, words or expressions contained in these Articles shall bear the same meaning as they have when used in the Act or any statutory modification thereof in force at the date at which these Articles became binding upon the Society.

General Meetings of the Society may be known as National Council Meetings, and members of the Society may be known as National Council Members, but every Annual General Meeting of the Society shall in accordance with the Act and Article 11 always be specified as an Annual General Meeting of the Society in the notice calling it.

2. The Society is established for the purpose expressed in the Memorandum of Association and the number of members with which the Society was registered was 50.

MEMBERS AND MEMBERSHIP

3. (A) From and after the adoption of these Articles, the following persons (and no others) shall be eligible for membership of the Society:—

- (i) The President, Vice-Presidents, Chairman, Vice-Chairmen, Treasurer of the Society and Chairman of Finance and General Purposes Committee.
- (ii) The Regional Chairman, Regional Treasurer and Regional Secretary of each Region.
- (iii) In regard to each Region, two members of its Regional Council elected by the Regional Council of the Region.
- (iv) Every person who is a Committee Member, or a member of the Finance and General Purposes Committee, of the Society but who is not for the time being eligible for membership of the Society as falling under any of the previous provisions of this Article.
- (v) Not more than six persons elected by the Committee as being persons who the Committee consider have a particular contribution to make to the deliberations or activities of the members of the Society.
- (vi) Persons elected by a General Meeting of the Society or by the Committee as being in the opinion of the electing body persons who have given special services in the past to the Society and whose advice should be available in future to the Society; but neither such electing body may make any election so as to increase the number of persons for the time being eligible for membership under this provision beyond nine.

(B) Any person elected under sub-paragraph (A) of this Article to be eligible for membership shall remain eligible for membership until the conclusion of the next meeting of the electing body who shall have elected him or her to membership which shall take place after the expiry of three years from the date of election and shall then cease to be eligible but may be re-elected eligible for membership.

4. Every person who is under Article 3 eligible for membership of the Society shall become a member of the Society forthwith on being entered in the register of members after producing such evidence (if any) as the Secretary shall reasonably require to show his eligibility for membership.

5. The Secretary shall keep the register of the members of the Society.

6. The rights of a member shall not be transferable or transmissible.

7. A member of the Society shall (notwithstanding Article 3 (B)) cease to be such a member—

(A) On the expiration of a written notice, given to the Secretary at least six months beforehand of his intention to withdraw from the Society; or

(B) By ceasing to be eligible for membership under Article 3 either through ceasing to hold a qualifying office specified in Article 3 (A), or (where elected by a Regional Council) through ceasing to be a member of that Regional Council, or through expiration of his period of eligibility at the conclusion of the Meeting referred to in Article 3 (B); or

(C) Where he is a member of any one or more Abbeyfield Local Societies, by the failure of such Society (if only one) or each such Society (if more than one) to pay the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.

8. It shall be lawful for any person being a member of the Society to guarantee any larger sum than £1 by executing a bond or subscription contract with the Society to that effect.

9. Any person ceasing by any means to be a member shall remain liable for and shall pay to the Society all moneys due from him to the Society at the time of his ceasing to be a member or for which he may become liable under the provision of the Memorandum of Association or any bond or subscription contract entered into under the last preceding Article.

10. It shall be lawful for the Committee to provide for the admission of such persons as they

may think fit to be Associates of the Society and for the rights, duties and liabilities (if any) of such Associates but so that such persons shall not by virtue only of having been admitted to be such Associates as aforesaid be members of the Society and that such rights shall not include a right to speak or vote at General Meetings of the Society.

GENERAL MEETINGS

11. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.

12. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

13. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 132 of the Act.

NOTICE OF GENERAL MEETINGS

14. A General Meeting (whether an Annual or Extraordinary General Meeting) shall be called by twenty-one days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society.

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed—

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, members present in person or by proxy equal in number to one-tenth (or the integral number next greater than one-tenth) of the number of members of the Society shall be a quorum.

18. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week but one, at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

19. The President shall preside as Chairman at every General Meeting of the Society or, if there is no President or if he is not present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, such Vice-President as is present and willing to act and is either the only Vice-President present and willing to act or appointed by the Vice-Presidents present to act shall be Chairman of the meeting, but if there is no Vice-President present and willing to act, such person as the Committee select before the time appointed for the holding of the meeting shall be Chairman of the meeting.

20. If at any meeting there is no person appointed by or under the last preceding Article to be Chairman of the meeting, or the person who would be the Chairman under that Article is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall choose a person present to be Chairman of the meeting.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

- (A) by the Chairman; or
- (B) by at least three members present in person or by proxy; or
- (C) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands 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 book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

25. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any other business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

26. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held.

VOTES OF MEMBERS

27. Every member shall have one vote.

28. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee, receiver or curator bonis and any such committee, receiver or curator bonis may on a poll vote by proxy.

29. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Society have been paid.

30. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands.

31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

32. 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 Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

“THE ABBEYFIELD SOCIETY

"I/Wc

"of

, in the County of

“

, being a member/members of

"the above named Society, hereby appoint

66

. of

46

, or failing him.

44

“of

"as my/our proxy to vote for me/us on my/our behalf at the (Annual

"or Extraordinary, as the case may be) General Meeting of the Society to be

"held on the _____ day of _____, 19____, and at any

"adjournment thereof.

"Signed this day of 19 "

34. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

“THE ABBEYFIELD SOCIETY

"I/Wc

“of

, in the County of

44

, being a member/members of

"the above-named Society, hereby appoint

46

of

44

, or failing him,

44

“of

"as my/our proxy to vote for me/us on my/our behalf at the (Annual or

"Extraordinary, as the case may be) General Meeting of the Society to be held

"on the day of , 19 , and at any

"adjournment thereof.

"Signed this day of , 19 ."

"This form to be used *in favour of
against the resolution.

"Unless otherwise instructed, the proxy will vote as he thinks fit.

"Strike out whichever is not desired."

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

36. 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 as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

37. Any corporation which is a member of the Society may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

OFFICERS

38. The Committee shall elect a President of the Society, and may elect one or more Vice-Presidents, who shall hold office as such for three years from the date of election. A retiring President or Vice-President shall be eligible for re-election. The President and Vice-President shall have such functions as are from time to time given to them respectively by these Articles and such privileges and powers as the Committee (subject to the provisions of these Articles) from time to time determine.

39. The Committee shall also elect—
- (A) A Chairman and one or more Vice-Chairmen from among the members of the Committee, and
 - (B) A Treasurer whether or not from among the members of the Committee.
 - (C) The Chairman of the Finance and General Purposes Committee, whether or not from the members of the Committee.
40. (A) Each Officer elected under Article 39 shall hold office for three years from his election and shall then retire, but shall be eligible for re-election. The Committee may exercise its powers of election so as to fill an impending vacancy in any office from the occurrence of the vacancy, but shall not do so more than twelve months before the occurrence of the vacancy.
- (B) Where an Officer of the Society is a member of any one or more Abbeyfield Local Societies, he shall cease to be an Officer of the Society in the event of the failure of such Local Society (if only one) or each such Local Society (if more than one) to pay to the Society the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.
41. The persons who are respectively the President, Vice-Presidents, Chairman, Vice-Chairmen, Treasurer, and Chairman of Finance and General Purposes Committee at the time of the adoption of these Articles shall continue to hold office as such respectively until the expiration of the respective periods for which they were respectively elected, and shall then be eligible for re-election.

COMMITTEE

42. (A) From and after the adoption of these Articles the Committee shall consist of—
The Chairman, Vice-Chairmen, Treasurer of the Society and Chairman of Finance and General Purposes Committee.
The Regional Chairman of each Region or, if the Regional Council of the Region has so decided, his alternate nominated by the Regional Council
Not more than six ordinary members elected by the Committee as being in the opinion of the Committee persons with special administrative or financial experience or with special experience of the affairs of the Society or Abbeyfield Local Societies.
- (B) Each ordinary member of the Committee shall hold office as such for three years from the date of his election by the Committee and shall then retire and shall be eligible for re-election.
 - (C) The Committee may elect a person as an ordinary member in order to fill an impending vacancy from the occurrence of the vacancy, but shall not do so more than twelve months before the occurrence of the vacancy.
 - (D) Where an ordinary member of the Committee is a member of any one or more Abbeyfield Local Societies, he shall cease to be a Committee Member in the event of the failure of such Local Society (if only one) or each such Local Society (if more than one) to pay to the Society the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.
 - (E) No person who is not a Member of the Society shall be qualified to hold office as a Committee Member.
43. The Committee Members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Committee or any Sub-Committee of the Committee or General Meetings of the Society or in connection with the business of the Society.

BORROWING POWERS

44. The Committee may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society.

POWERS AND DUTIES OF COMMITTEE MEMBERS

45. The business of the Society shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by the Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Act, or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
46. All powers of the Society in relation to the alteration or replacement of the Abbeyfield Constitution or the alteration or replacement of the scale of affiliation fees shall nevertheless, unless and except so far as the Abbeyfield Constitution or the Society in General Meeting otherwise directs, be exercised by the Society in General Meeting (and not by the Committee), but only after

consideration of the recommendations in regard thereto of the Committee and any representations of the Regional Councils, and so that any such exercise or excepting direction by the Society in General Meeting in relation to the alteration or replacement of the Abbeyfield Constitution shall be by means of a Special Resolution.

47. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee to be the attorney or attorneys of the Society for such purposes outside the United Kingdom and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these Articles and for such period and subject to such conditions as they may think fit) and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

49. The Committee shall cause minutes to be made in books provided for the purpose—
- (A) of all appointments of Officers, ordinary members of the Committee and Associates and Honorary Officers and members of the Council made by the Committee;
 - (B) of the names of the Committee Members present at each meeting of the Committee and of any sub-committee of the Committee;
 - (C) of all resolutions and proceedings at all meetings of the Society and of the Committee, and of sub-committees of the Committee.

DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

50. The office of Committee Member shall be vacated if the Committee Member—
- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (B) becomes prohibited from being a Committee Member by reason of any order made under section 183 of the Act or by virtue of section 185 of the Act; or
 - (C) becomes of unsound mind; or
 - (D) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by section 199 of the Act; or
 - (E) resigns his office by notice in writing to the Society; or
 - (F) ceases to be a member of the Society.
51. A Committee Member shall not vote in respect of any contract in which he is interested or any matter arising thereout.
52. The Society may by Ordinary Resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Committee Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Committee.
53. The Society may by Ordinary Resolution appoint another person in place of an ordinary member of the Committee removed from office under the immediately preceding Article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Committee Member on the day on which the Committee Member in whose place he is appointed was last elected a Committee Member.

PROCEEDINGS OF COMMITTEE

54. The Committee Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Committee Member may, and the Secretary on the requisition of a Committee Member shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Committee Member for the time being absent from the United Kingdom.
55. Except with the agreement of all the members for the time being of the Committee, at least three weeks' notice in writing shall be given of every meeting of the Committee. Where a meeting of the Committee is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, save as aforesaid, it shall not be necessary to give notice of an adjournment.
56. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be a number equal to one-third (or the integral number next greater than one-third) of the number of Committee Members for the time being.

57. The continuing Committee Members may act notwithstanding any vacancy in their body.

58. If no Chairman has been elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the senior Vice-Chairman present shall be Chairman of the Meeting. For this purpose the senior of several Vice-Chairmen shall be that one who has held office as Vice-Chairman for the longest period or combined periods of time, and as between any two or more Vice-Chairmen who have held that office for an equal time shall be determined by seniority in age. If neither the Chairman nor any Vice-Chairman has been elected, or if no Chairman or Vice-Chairman is present within five minutes after the time appointed for holding the meeting, the Committee Members present may choose one of their number to be Chairman of the meeting.

59. The Committee may delegate any of its powers to committees or sub-committees consisting of one or more such persons (whether Committee Members or not) as the Committee thinks fit but so that any such committee or sub-committee shall have a majority of persons thereon who are Members of the Society. Any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.

60. In particular, without prejudice to the generality of the last preceding Article, the Committee shall appoint a Finance and General Purposes Committee, and delegate to it such powers of the Committee and give it such functions and duties and make such regulations for the conduct of its proceedings as the Committee shall in accordance with and implementation of the Abbeyfield Constitution and these Articles determine.

61. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

62. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

63. All acts done by any meeting of the Committee or of a committee, or by any person acting as a Committee Member or member of a committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Committee Member or person acting as aforesaid, or that they or any of them were not qualified or had not been duly appointed to act or were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member or member of a committee.

64. A resolution in writing, signed by all the Committee Members for the time being entitled to receive notice of a meeting of the Committee, shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

SECRETARY

65. The Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

66. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee Member and as, or in the place of, the Secretary.

THE SEAL

67. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee of the Committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Committee Member and shall be countersigned by the Secretary or by a second Committee Member or by some other person appointed by the Committee for the purpose.

ACCOUNTS

68. The Committee shall cause proper books of account to be kept with respect to:—

- (A) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
- (B) All sales and purchases of goods by the Society; and
- (C) The assets and liabilities of the Society.

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

69. The books of account shall be kept at the registered office of the Society or, subject to section 147 (3) of the Act, at such other place or places as the Committee think fit, and shall always be open to the inspection of the Committee.

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

71. The Committee shall from time to time in accordance with the provisions of the Act and of the Companies Act 1967 cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

73. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act 1967.

NOTICES

74. A notice may be given by or in regard to the Society to any member of the Society or Committee Member either personally or by sending it by post to him or to his registered address, or (if he had no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for giving notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted.

75. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them and to the Auditors for the time being of the Society.

76. If a member has no registered address in the United Kingdom and has not supplied to the Society an address within the United Kingdom for the giving of notice to him, he shall not be entitled to receive any notice from the Society.

INDEMNITY

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

WINDING UP

78. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

79. No addition or alteration to the provisions of the Society's Memorandum or Articles of Association shall be made without the approval of the Department of Trade and Industry.



THE ABBEYFIELD SOCIETY

186-192 DARKES LANE, POTTERS BAR, HERTS. EN6 1AB. Potters Bar 44845

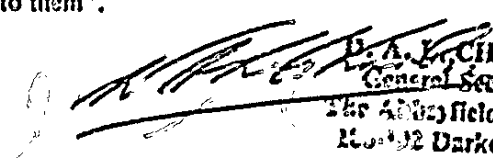
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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of The Abbeyfield Society will be held at the GLAZIERS HALL, 9 Montague Close, London Bridge, London SE1 9DD on WEDNESDAY 23rd MAY, 1984 at 10.30 a.m., when the following Resolutions will be proposed as SPECIAL RESOLUTIONS:

- (1) that the present Constitution as given in Section IX of the Abbeyfield Manual of Information be replaced by the new Constitution as appended.
- (2) that the Articles of Association of The Abbeyfield Society be amended in the manner following, that is to say:
 - (a) Article 3(A)(i) shall be amended by deleting the words "Chairman of Finance and General Purposes Committee" and substituting the words "Chairmen of the Special Committees as defined by the Abbeyfield Constitution".
 - (b) Article 3(A)(iv) shall be amended by deleting the words "Finance and General Purposes Committee" and substituting the words "Special Committees".
 - (c) Article 39(c) shall be amended by deleting the words "Chairman of the Finance and General Purposes Committee" and substituting the words "Chairmen of the Special Committees".
 - (d) Article 41 shall be amended by deleting the words "Chairman of Finance and General Purposes Committee" and substituting the words "Chairmen of the Special Committees".
 - (e) Article 42(A) shall be amended by deleting the words "Chairman of Finance and General Purposes Committee" and substituting the words "Chairmen of the Special Committees".
 - (f) Article 60 shall be amended by deleting the words "A Finance and General Purposes Committee and delegate to it" and substituting the words "The Special Committees as defined in the Abbeyfield Constitution and delegate to them".

By Order of the Board,
D.A.L. Charles, M.Inst.AM.
Secretary


D.A.L. CHARLES
General Secretary
The Abbeyfield Society,
186-192 Darkes Lane,
Potters Bar,
Herts, EN6 1AB.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the twentieth Meeting of the National Council and the twenty-fourth ANNUAL GENERAL MEETING of the Abbeyfield Society will be held at the GLAZIERS HALL, 9 Montague Close, London Bridge, London SE1 9DD on WEDNESDAY 23rd MAY, 1984 at 11.30 a.m. for the transaction of the following business:

- (1) Opening Remarks by the President, C.G.R. Buxton, OBE, MA, MBA.
- (2) To consider and, if approved, adopt the Report and Accounts for the year ended 30th September, 1983.
- (3) To appoint Messrs Deloitte Haskins & Sells, Chartered Accountants, as Auditors.
- (4) Announcement of changes of officers:
 - Sir Robin Kinahan, ERD, JP, LLD, resigns as National Vice-President.
 - Rt. Revd. K. Arnold, MA, Bishop of Warwick resigns as National Vice-Chairman and has been elected by the National Executive Committee as Vice-President with effect from April 1984.
 - Mr. L.B. Walsh Atkins, CMG, CVO, BA elected by the National Executive Committee as Vice-Chairman with effect from April 1984.
 - Mr. F.E. Warner, MBE, FCA resigned as National Treasurer.
 - Mr. A.W. Walker, CA elected as National Treasurer by the National Executive Committee on 2nd February, 1984.
- (5) Any Other Business
(Members wishing to raise matters are requested to advise the General Secretary in writing of the subject 14 days prior to the meeting).

By Order of the Board,
D.A.L. Charles, M.Inst.AM.
Secretary



THE ABBEYFIELD SOCIETY

DIRECTORS' REPORT

The Directors present their report and the audited accounts for the year ended 30th September, 1983.

The Abbeyfield Society is a company limited by guarantee, having no share capital, with solely charitable objectives; registered in England No. 574816. It is registered as a charity No. 200719, and with the Housing Corporation as an housing association No. H1046.

Principal activities and review of the year:

The main activities of the Society during the year to 30th September, 1983 were the provision of advice, services, and financial assistance to local Abbeyfield societies, and representation of their interests.

This Report and Accounts relate solely to these activities.

The Society is a guarantor member of each local Abbeyfield society which is incorporated under the Companies Act, 1948, and holds one share of £1 each in each local Abbeyfield society registered under the Industrial and Provident Societies Act, 1965.

Results for the year:

After having expended £50,310 (non-recurring) on relocating headquarters, an Operating Deficit of £41,480 was incurred. Donations Received, £530,596, exceeded Grants Payable, £414,924, by £115,672 of which £2,317 was directly attributable to the Special Reserves. The remaining £113,355 supplemented by £6,079 reduction in the accumulated balance of Unallocated Surplus provided the £119,434 required to cover the Operating Deficit and the required allocations to Special Reserves -

	£
Operating Deficit	41,480
Transfers to Special Reserves *	42,360 (Interest less Expenses)
	<u>83,840</u>
Transfers to Special Reserves *	35,594 Additional during year
	<u>£119,434</u>

* £2,317 directly attributable is additional to these amounts making £80,271 in all.

The Directors of the company (the National Executive Committee) during the year were:

Chairman	N.H. Burdett, MA
Vice-Chairman	Dr. H.B. Wright MB, FRCS
	The Rt. Rev. K. Arnold, MA
Chairman, Finance and General Purposes Committee	J. Sheldon, BSc
Hon. Treasurer	F.E. Warner, MBE, FCA

Regional Members:

Northern Ireland	Major R.B. Morton, TD.	Southern	N. Richardson, FCIT
North Wales	Miss N. Street	South West	J.R. Sears
South Wales	E. Jones, BA, IPFA	Western	Mrs. C.S. Walker
Scotland	Mrs. S. Robertson Cole	Midlands	A.J. Scoggins
Greater London	P.B. Black JP		(replacing K. Clifton Mogg from April 1983)
Thames North	J.H.R. Hill, FICE		
Eastern	F.E. Loxton, FCA	Yorkshire &	
South East	Mrs. I.E. Brain, MBE	Humberside	P.M.W. Knowles ARIBA
North East	F.M. Osborn, CBE, DL.	North West	P. Howell Williams, MA, LLB.
Lancashire & Cumbria	J. McInnes, FICE		

Ordinary Members:

- W.D. Baxter (retired October 1982)
- Mrs. V. Foster (retired October, 1982)
- L.B. Walsh Atkins, CMG, CVO, BA.
- G.R. Eustance, MBE (from February, 1983)
- M. Brooks, FRICS (from February, 1983)
- D. Smithers (from February, 1983)

BY ORDER OF THE BOARD
D.A.L. Charles, M.Inst.AM.
Secretary,
2nd February, 1984.

AUDITORS' REPORT TO THE MEMBERS OF THE ABBEYFIELD SOCIETY

We have audited the accounts on pages 3 to 6. Our audit was conducted in accordance with approved Auditing Standards having regard to the matters referred to in the following paragraph.

This charity, in common with many others of similar size and organisation, derives a substantial proportion of its income from voluntary donations which cannot be fully controlled until they are entered in the accounting records and are not therefore susceptible to independent audit verification.

Subject to the foregoing, in our opinion the accounts give a true and fair view of the state of the Society's affairs at 30th September, 1983 and of its surplus for the year then ended and comply with the Companies Acts 1948 to 1981.

Deloitte Haskins & Sells,
Chartered Accountants
London.

2nd. February 1984.

ACCOUNTING POLICIES

- a. The accounts have been prepared on the historical basis of accounting.
- b. Fixed assets are written down to estimated residual values over expected life at the following rates of depreciation:

Office Equipment	10% and 20% of written down value
Office Cars	20% of written down value

THE ABBEYFIELD SOCIETY

A Company limited by guarantee not have a share capital and formed for charitable purposes.

BALANCE SHEET 30th September 1983

	Notes	£	1983 £	1982 £
FIXED ASSETS				
Tangible fixed assets	1		51,028	26,793
Investments	2		584,425	471,240
			<u>635,453</u>	<u>498,033</u>
CURRENT ASSETS				
Debtors and prepayments	3	106,469		71,239
Loans to local societies	4	153,850		151,560
Short term deposits		550,801		440,973
Cash at bank and in hand		69,924		39,100
		<u>881,044</u>		<u>702,872</u>
CURRENT LIABILITIES: AMOUNTS FALLING DUE WITHIN ONE YEAR				
Creditors	5	(319,298)		(132,698)
Grants to local societies		<u>(217,075)</u>		<u>(162,275)</u>
NET CURRENT ASSETS			<u>344,671</u>	<u>407,899</u>
NET ASSETS			<u>£980,124</u>	<u>£905,932</u>
Representing:				
RESERVES				
Special reserves	10		449,858	369,587
Capital reserves	6		460,126	460,126
Unallocated surplus	6		70,140	76,219
TOTAL FUND			<u>£980,124</u>	<u>£905,932</u>

The financial statements on pages 3 to 6 were approved by the Board on 2nd February, 1984, and were signed on its behalf by:

N.H. Burdett, M.A. A.W. Philpott F.E. Warner, MBE, FCA	}	Directors
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NATIONAL INCOME AND EXPENDITURE ACCOUNT

	Notes	£	1983 £	1982 £
Recurring Income:				
Affiliation fees				
Investment income	7		156,349	132,346
Project Advisory Service fees			109,949	104,371
Other income			22,512	16,384
			193	1,341
			<u>289,003</u>	<u>254,442</u>
Less Expenses:				
Headquarters costs	8	189,086		140,494
Regional costs (including depreciation £288)		35,659		30,946
National meetings		7,370		5,762
Printing costs of publications		6,304		5,992
Relocation of Headquarters		50,310		—
National Officers' expenses		3,989		2,392
Extra Care expenses		2,050		11,570
Development Fund expenses		299		—
Professional Fees		978		913
Audit fees		5,509		5,123
Promotion of Abbeyfield		28,929		15,603
			<u>330,483</u>	<u>218,795</u>
Operating Surplus (Deficit)			(41,480)	35,647
Donations Received:				
Legacies		269,202		121,459
Covenanted		9,347		9,238
Royal Opera House Ballet		19,353		—
Other		232,694		305,625
			<u>530,596</u>	<u>436,322</u>
Total Surplus for Year before Grants			489,116	471,969
Less: Grants payable during year				
to Local Societies		400,724		377,300
to The Abbeyfield Society for Scotland		14,200		12,285
			<u>414,924</u>	<u>389,585</u>
Unexpended Surplus			74,192	82,384
Allocation to Reserves:				
Capital Reserve		—		99,155
Development Reserves	11	80,271		(18,931)
			<u>80,271</u>	<u>80,224</u>
Unallocated deficit (1982—surplus)	10		<u>£(6,079)</u>	<u>£ 2,160</u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

	1983 £	1982 £
Source of Funds:		
Unexpended surplus for year	74,192	82,384
Adjustment for item not involving the movement of funds:		
Depreciation	5,840	4,592
Total	<u>80,032</u>	<u>86,976</u>
Funds from other sources:		
Sales of:—		
Tangible Fixed Assets	8	3,232
Investments	—	29,287
	<u>80,040</u>	<u>119,495</u>
Application of Funds:		
Purchases of:—		
Tangible Fixed Assets	30,083	11,736
Investments	113,185	108,443
	<u>143,268</u>	<u>120,179</u>
	<u>£(63,228)</u>	<u>£ (684)</u>
Decrease in working capital:		
Debtors and prepayments	35,230	(19,330)
Loans to local societies	2,290	(5,462)
Creditors	(186,600)	(74,211)
Grants to local societies	(54,800)	(56,175)
Movement in liquid funds — short-term deposits and cash	140,652	154,394
	<u>£ (63,228)</u>	<u>£ (684)</u>

NOTES TO THE ACCOUNTS

Note 1: Tangible Fixed Assets

	Office Equipment £	Office Cars £	TOTAL £
Balance of cost at 1st October, 1982	32,541	8,467	41,008
Additions during year (b)	30,083	—	30,083
Disposals during year	(25)	—	(25)
Balance at 30th September, 1983	<u>£62,599</u>	<u>£8,467</u>	<u>£71,066</u>
Depreciation:			
Balance at 1st October, 1982	11,072	3,143	14,215
Charge for the year	4,776	1,064	5,840
Elimination on disposals	(17)	—	(17)
Balance at 30th September, 1983	<u>£15,831</u>	<u>£4,207</u>	<u>£20,038</u>
Net Book Value:			
As at 30th September, 1982	<u>£21,469</u>	<u>£5,324</u>	<u>£26,793</u>
As at 30th September, 1983	<u>£46,768</u>	<u>£4,260</u>	<u>£51,028</u>

(a) The Headquarters office moved to new leasehold premises on 8th July 1983.

(b) Furniture, telephone system and other equipment for headquarters office (£23,469); Slide projectors and office equipment for regional use (£6,614).

Note 2: Investments held as Fixed Assets

	Gilt-edged Stock (UK Listed) £	Local Authority Bonds £	Equity Shares (UK Listed) £	TOTAL £
COST (NET BOOK VALUE)				
At 1st October 1982	306,796	97,783	66,661	471,240
Additions during year	—	39,200	73,985	113,185
At 30th September 1983	<u>£306,796</u>	<u>£136,983</u>	<u>£140,646</u>	<u>£584,425</u>
MARKET VALUE				
At 30th September 1982				£530,566
At 30th September 1983				<u>£668,865</u>

Investments in gilt-edged stocks and local authority bonds are dated securities which it is the present policy to hold until redemption. Ordinary shares are held for income and long term growth.

Note 3: Debtors and prepayments

	1983 £	1982 £
Amounts falling due within one year:		
Affiliation fees	18,222	12,724
Other debtors	51,322	35,352
Prepayments and accrued income	36,925	23,163
	<u>£106,469</u>	<u>£71,239</u>

Note 4: Loans to Local Societies

	£	£
Amounts falling due:		
Within one year	35,380	37,810
After one year	118,470	113,750
	<u>£153,850</u>	<u>£151,560</u>

At 30th September 1983 further loans of £61,750 (1982—£12,850) had been promised to local societies but have not been paid at the year end. The loans are unsecured and interest is charged in the range 0%—7½%.

Note 5: Creditors

	£	£
Amounts falling due within one year:		
PAYE; National Insurance; and VAT	6,401	6,879
Legacies and donations held for local Societies	245,293	85,112
Sundry Creditors	57,144	33,546
Accruals and deferred income	10,460	7,161
	<u>£319,298</u>	<u>£132,698</u>

Note 6: Reserves

Purpose:	Balance at 1st Oct 1982	MOVEMENTS IN THE YEAR					Balance at 30th Sept 1983
		Operating Surplus (deficit) for year	Donations received	Allocations during year	Grants Approved	Net Surplus (deficit)	
	£	£	£	£	£	£	£
Extra Care	99,285	22,870(d)	145,086	-	(74,250)	93,706	192,991
Grants and Loans (a)	203,745	14,114(e)	6,274(g)	30,000	(79,752)	(29,364)	174,381
Regional Development	66,557	5,376(f)	35,259	5,594	(30,300)	15,929	82,486
Total Special Reserves	369,587	42,360	186,619	35,594	(184,302)	80,271	449,858
Capital Reserves							
National	410,126						460,126
Midlands (b)	50,000						
Total Reserves	829,713	42,360	186,619	35,594	(184,302)	80,271	909,984
Cumulative Unallocated Surplus	76,219	(83,840)	343,977	(35,594)	(230,622)	(6,079)	70,140
TOTAL FUND (c)	£905,932	£(41,480)	£530,596	-	£(414,924)	£74,192	£980,124

- (a) Previously known as National Development Fund.
(b) Previously known as Midlands (West).
(c) The individual specific reserves no longer represent separately identifiable Funds, but are invested collectively.

(d) Extra Care:	£
Notional interest credited	24,920
Less: Publications	(1,331)
Extra Care Adviser	122
Consultancy and other	3,259
Net transfer from Income and Expenditure Account	2,050
	<u>£22,870</u>

- (e) Notional interest credited.

(f) Regional Development.	£
Notional interest credited	5,675
Less: Display material	299
Net transfer from Income and Expenditure Account	<u>£5,376</u>

(g) Includes £2,000 reimbursement of Grant by local society.	
(h) The Abbeyfield Society for Scotland Ltd - share of Affiliation Fees	14,200
Donations (inc. Legacies) passed to local societies	<u>216,422</u>
	<u>£230,622</u>

Note 7: Investment Income

	1983	1982
	£	£
Interest on bank and short term deposits	48,517	46,405
Interest on gilt-edged stock and local authority bonds	55,700	54,247
Dividends on equity shares (all listed)	5,732	3,647
Profit on sale of stock	-	72
	<u>£109,949</u>	<u>£104,371</u>

Note 8: Headquarters Costs

	£	£
Staff costs (Note 9)	121,748	94,450
Travel and subsistence	4,116	3,464
Rent, rates, heat and light	24,084	7,887
Printing and stationery	4,563	3,186
Subscriptions	1,013	895
Postage and telephone	14,069	12,153
Depreciation	5,552	4,584
Car maintenance and running	2,341	1,117
Parliamentary scanning	334	330
Repairs and maintenance	4,824	5,452
Other expenses	6,442	6,976
	<u>£189,086</u>	<u>£140,494</u>

Note 9: Directors and Employees

The average weekly number of persons employed by the Society during the year was:

	Numbers	Numbers
Directors - unpaid	25	25
Staff - Under £15,000 per annum	19	17
	£	£
Staff costs (for the above persons):		
Salaries	105,759	83,157
Social security costs	10,600	8,384
Other pension costs	3,756	2,909
Medical insurance	1,633	-
	<u>£121,748</u>	<u>£94,450</u>

The Directors are not permitted to receive any remuneration

Note 10: Special Reserves

	£	£
At 1st October 1982	369,587	289,363
Allocation for year to date (Note 6)	80,271	80,224
At 30th September 1983	<u>£449,858</u>	<u>369,587</u>

Note 11: Unallocated Surplus

	£	£
At 1st October 1982	76,219	74,059
Unallocated Surplus (deficit) for year to date (Note 6)	(6,079)	2,160
At 30th September 1983	<u>£70,140</u>	<u>£76,219</u>

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The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

THE ABBEYFIELD SOCIETY

Memorandum

AND

Articles of Association

Incorporated the 27th day of November, 1956

Certificate No. 574816





CERTIFICATE OF INCORPORATION

(COPY)

No. 574816

I Hereby Certify that THE ABBEYFIELD SOCIETY LIMITED is this day Incorporated under the Companies Act 1948, and that the Company is Limited.

Given under my hand at London this twenty-seventh day of November, One thousand nine hundred and fifty six.

W. B. LANGFORD

Registrar of Companies



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 574816

I hereby certify that

THE ABBEYFIELD SOCIETY LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

THE ABBEYFIELD SOCIETY

(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE SECRETARY OF STATE FOR TRADE)

Given under my hand at London the 20th June 1974

A handwritten signature in black ink, appearing to read 'N Taylor'.

N. TAYLOR

Assistant Registrar of Companies



DEPARTMENT OF TRADE

**LICENCE granted by the Secretary of State
pursuant to Section 19(2) of the Companies Act, 1948**

**WHEREAS it has been proved to the satisfaction of the Secretary
of State that the objects of**

THE ABBEYFIELD SOCIETY LIMITED

**which was registered under the Companies Act, 1948 (hereinafter called the
"Act") are restricted to those specified in subsection (1) of Section 19 of the
Act, and to objects incidental or conducive thereto and that by its constitution
the said Company is required to apply its income and property whencesoever
derived solely towards the promotion of the objects of the said Company as set
forth in its Memorandum of Association and that no portion thereof shall be
paid or transferred, directly or indirectly, by way of dividend or bonus to the
members of the said Company.**

**NOW, THEREFORE, in consideration of the provisions and conditions
contained in the Memorandum and Articles of Association of the said Company
and on the condition that no addition, alteration or amendment shall be made
to or in the Memorandum of Association or the regulations contained in the
Articles of Association for the time being in force, unless the same have been
previously submitted to and approved by him, the Secretary of State in
exercise of his powers under subsection (2) of the said Section 19, does
by this licence authorise the said Company to make a change in its name
consisting of the omission of the word "Limited."**

SIGNED this 10th. day of June 19 74

An Assistant Secretary, Department of Trade

CD/43A.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

OF

THE ABBEYFIELD SOCIETY

(Amended pursuant to Special Resolution passed on the 15th May 1970 and further amended pursuant to Special Resolution passed on the 16th May 1974)

1. The name of the Company (hereinafter called "the Society") is "The Abbeyfield Society Limited."
2. The Registered Office of the Society will be situate in England.
3. The Society is established for the public benefit for the following objects:—
 - (1) The relief and care of elderly persons of all classes suffering from the disabilities of old age or otherwise in need.
 - (2) The spreading of Christian principles to all human relationships and the application of humanitarian aims to promote the relief of the elderly.
 - (3) To provide further education in the sphere of voluntary work, social work and similar activities so as to inculcate the principles of good citizenship.
 - (4) Such other purposes recognised by English law as charitable as the Society shall determine from time to time.

And in furtherance of the foregoing objects but not otherwise the Society shall have the following powers:—

- (a) To establish, manage, improve and construct in the United Kingdom and elsewhere houses, homes, hostels and clubs and recreation centres for elderly, neglected, old or handicapped people and provide them there and in their own homes with care, security and Christian love.

N.B. The name of the Company was changed to "The Abbeyfield Society" pursuant to a licence granted by The Secretary of State for Trade on the 20th June 1974

- (b) To persuade and assist individuals and the community at large to realise, live up to and bear their Christian and citizen responsibilities to those who are elderly, neglected, old or handicapped or otherwise in need of care and attention.
- (c) To provide training and experience for persons interested in social work.
- (d) To assist, establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent for, or manage, lend money or any other assistance to any association, society or other body corporate or unincorporate established for charitable purposes only and being purposes conducive to the Society's objects, and for the purpose (and only for the purpose) of promoting any objects of the Society to co-operate with manufacturers, dealers or other traders and with the Press and other sources of publicity.
- (e) To enter into any arrangements with any authorities, municipal, local or otherwise in furtherance of the Society's objects or any of them, and to obtain from any such authorities any rights, privileges and concessions which shall lead to that end and to carry out, exercise and comply with all such arrangements, rights, privileges and concessions.
- (f) To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, sell, lease or otherwise dispose of or mortgage any real or personal estate and whether or not subject to any trusts, and to construct, maintain and alter any of the same as shall be necessary or convenient for any of the purposes of the Society.
- (g) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and are directly or indirectly ancillary to its objects.
- (h) To borrow or raise money for the objects of the Society on such terms (with any necessary consents) and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise.
- (i) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- (j) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (k) To make charitable donations.
- (l) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Society shall not undertake any permanent trading activities in raising funds for its primary charitable objects.
- (m) To print and publish or to arrange to have printed and published, either gratuitously or by way of sale any newspapers, periodicals, books, reports or leaflets.
- (n) To employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Society and as employers of staff 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.
- (o) To amalgamate with and to purchase the whole or any part which may lawfully be acquired of the property of any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association.
- (p) To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society.
- (q) To do all such other things as shall further the attainment of the objects of the Society or any of them.

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

Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

Provided that the objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Society shall not sell, mortgage, charge

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

4. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society, and no member of the Executive Committee or Governing Body shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth (other than his out of pocket expenses) from the Society.

Provided that nothing herein shall prevent—

(a) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society (not being a member of the Executive Committee or Governing Body) in return for any services actually rendered to the Society, nor

(b) the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or the rate for the time being prescribed by the Treasury in manner mentioned in section 189 (i) Housing Act 1957 (whichever rate shall be the less) or reasonable and proper rent for premises demised or let by any member to the Society.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the same and for the adjustment of the rights of contributors amongst themselves such amount as may be required, not exceeding £1.

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

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J. A. BLAKE,
Town Hall, Bermondsey,
S.E. 16
Establishment Officer.

C. H. BULTEEL,
Wellington College,
Crowthorne, Berks.
Schoolmaster.

L. A. SUNDERLAND,
50, Eugenia Road,
S.E. 16
Housekeeper.

K. F. STEVEN,
65, London Wall,
E.C. 2.
Chartered Accountant.

J. M. BOWERS,
12, Whitehall,
S.W. 1.
Solicitor.

SUSAN GIBBS,
279, Lynton Road,
S.E. 16.
Spinster.

B. LODGE PATCH,
Lady Gomm House,
Hawkstone Road,
S.E. 16.
Schoolmistress.

DATED the 20th day of November 1956.

WITNESS to the above Signatures:—

JENNIFER A. PREVITÉ,
50, Eugenia Road,
Bermondsey, S.E. 16.
Secretary.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Articles of Association
OF
THE ABBEYFIELD SOCIETY

(As adopted by Special Resolution passed on the 29th March 1973 and further amended by Special Resolutions passed on the 16th May 1974 and on the 23rd May 1984)

INTERPRETATION

1. In these regulations unless the context otherwise requires:—

"The Act" means the Companies Act, 1948, and these Articles shall be construed with reference thereto.

"The Society" means the above-named Society.

"Abbeyfield Local Societies" means bodies corporate or unincorporated (other than the Society) which are at the time in question affiliated to the Society whether by virtue of an Affiliation Agreement or not and with the consent of the Society use the name "Abbeyfield" in their title or description.

"Affiliation Agreements" means agreements which at any time have been entered into between the Society and any other body or bodies corporate or unincorporated having in regard to any locality or respective localities the same or substantially the same objects as those of the Society and which agreements are intended to constitute such body or bodies into a common movement under the guidance of the Society.

"Affiliation fees" means the yearly sum from time to time resolved at the National Council meetings as being the amount to be subscribed each year by Local Abbeyfield Societies for affiliation to the Society which yearly amounts shall become due on the dates appointed for payment at such meetings.

"The Abbeyfield Constitution" means the Constitution for the time being in force providing for the organisation of the Abbeyfield Local Societies in such a common movement as aforesaid and their direct or indirect representation in area, regional and national organs of the movement.

"The Committee" means the Executive Committee of the Society.

"Committee Member" means a member of the Executive Committee of the Society or a Director as referred to in the Act.

"The Office" means the registered office of the Society.

"Region" means a territorial region for the time being established and designated as a region under the Abbeyfield Constitution.

"Regional Chairman", "Regional Treasurer" and "Regional Secretary" in relation to any Region mean the persons for the time being respectively holding those respective offices in the Region under the Abbeyfield Constitution.

"Regional Council" in relation to any Region means the Council established for the Region under the Abbeyfield Constitution.

"The Seal" means the common seal of the Society.

"The Secretary" means any person appointed to perform the duties of the Secretary of the Society.

Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the definitions set out above or the context otherwise require, words or expressions contained in these Articles shall bear the same meaning as they have when used in the Act or any statutory modification thereof in force at the date at which these Articles became binding upon the Society.

General Meetings of the Society may be known as National Council Meetings, and members of the Society may be known as National Council Members, but every Annual General Meeting of the Society shall in accordance with the Act and Article 11 always be specified as an Annual General Meeting of the Society in the notice calling it.

2. The Society is established for the purpose expressed in the Memorandum of Association and the number of members with which the Society was registered was 50.

MEMBERS AND MEMBERSHIP

3. (A) From and after the adoption of these Articles, the following persons (and no others) shall be eligible for membership of the Society:—

- (i) The President, Vice-Presidents, Chairman, Vice-Chairmen, Treasurer of the Society and Chairmen of the Special Committees as defined by the Abbeyfield Constitution.
- (ii) The Regional Chairman, Regional Treasurer and Regional Secretary of each Region.
- (iii) In regard to each Region, two members of its Regional Council elected by the Regional Council of the Region.
- (iv) Every person who is a Committee Member, or a member of the Special Committees, of the Society but who is not for the time being eligible for membership of the Society as falling under any of the previous provisions of this Article.
- (v) Not more than six persons elected by the Committee as being persons who the Committee consider have a particular contribution to make to the deliberations or activities of the members of the Society.
- (vi) Persons elected by a General Meeting of the Society or by the Committee as being in the opinion of the electing body persons who have given special services in the past to the Society and whose advice should be available in future to the Society; but neither such electing body may make any election so as to increase the number of persons for the time being eligible for membership under this provision beyond nine.

(B) Any person elected under sub-paragraph (A) of this Article to be eligible for membership shall remain eligible for membership until the conclusion of the next meeting of the electing body who shall have elected him or her to membership which shall take place after the expiry of three years from the date of election and shall then cease to be eligible but may be re-elected eligible for membership.

4. Every person who is under Article 3 eligible for membership of the Society shall become a member of the Society forthwith on being entered in the register of members after producing such evidence (if any) as the Secretary shall reasonably require to show his eligibility for membership.

5. The Secretary shall keep the register of the members of the Society.

6. The rights of a member shall not be transferable or transmissible.

7. A member of the Society shall (notwithstanding Article 3 (B)) cease to be such a member—

- (A) On the expiration of a written notice, given to the Secretary at least six months before of his intention to withdraw from the Society; or
- (B) By ceasing to be eligible for membership under Article 3 either through ceasing to hold a qualifying office specified in Article 3 (A), or (where elected by a Regional Council) through ceasing to be a member of that Regional Council, or through expiration of his period of eligibility at the conclusion of the Meeting referred to in Article 3 (B); or
- (C) Where he is a member of any one or more Abbeyfield Local Societies, by the failure of such Society (if only one) or each such Society (if more than one) to pay the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.

8. It shall be lawful for any person being a member of the Society to guarantee any larger sum than £1 by executing a bond or subscription contract with the Society to that effect.

9. Any person ceasing by any means to be a member shall remain liable for and shall pay to the Society all moneys due from him to the Society at the time of his ceasing to be a member or for which he may become liable under the provision of the Memorandum of Association or any bond or subscription contract entered into under the last preceding Article.

10. It shall be lawful for the Committee to provide for the admission of such persons as they

may think fit to be Associates of the Society and for the rights, duties and liabilities (if any) of such Associates but so that such persons shall not by virtue only of having been admitted to be such Associates as aforesaid, be members of the Society and that such rights shall not include a right to speak or vote at General Meetings of the Society.

GENERAL MEETINGS

11. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Committee shall appoint.

12. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

13. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 132 of the Act.

NOTICE OF GENERAL MEETINGS

14. A General Meeting (whether an Annual or Extraordinary General Meeting) shall be called by twenty-one days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society.

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed—

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(B) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

17. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, members present in person or by proxy equal in number to one-tenth (or the integral number next greater than one-tenth) of the number of members of the Society shall be a quorum.

18. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week but one, at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

19. The President shall preside as Chairman at every General Meeting of the Society or, if there is no President or if he is not present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, such Vice-President as is present and willing to act and is either the only Vice-President present and willing to act or appointed by the Vice-Presidents present to act shall be Chairman of the meeting, but if there is no Vice-President present and willing to act, such person as the Committee select before the time appointed for the holding of the meeting shall be Chairman of the meeting.

20. If at any meeting there is no person appointed by or under the last preceding Article to be Chairman of the meeting, or the person who would be the Chairman under that Article is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall choose a person present to be Chairman of the meeting.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded—

(A) by the Chairman; or

(B) by at least three members present in person or by proxy; or

(C) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands 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 book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

25. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any other business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

26. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held.

VOTES OF MEMBERS

27. Every member shall have one vote.

28. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee, receiver or curator bonis and any such committee, receiver or curator bonis may on a poll vote by proxy.

29. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Society have been paid.

30. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands.

31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

32. 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 Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

"THE ABBEYFIELD SOCIETY

"I/We

"of , in the County of

" , being a member/members of

"the above named Society, hereby appoint

" , of

" , or failing him,

" ,

"of ,

"as my/our proxy to vote for me/us on my/our behalf at the (Annual

"or Extraordinary, as the case may be) General Meeting of the Society to be

"held on the day of , 19 , and at any

"adjournment thereof.

"Signed this day of 19 "

34. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

"THE ABBEYFIELD SOCIETY

"I/We

"of , in the County of

" , being a member/members of

"the above-named Society, hereby appoint

" , of

" , or failing him,

" ,

"of ,

"as my/our proxy to vote for me/us on my/our behalf at the (Annual or

"Extraordinary, as the case may be) General Meeting of the Society to be held

"on the day of , 19 , and at any

"adjournment thereof.

"Signed this day of , 19 ."

"This form to be used "in favour of the resolution.
against

"Unless otherwise instructed, the proxy will vote as he thinks fit.

"*Strike out whichever is not desired."

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

36. 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 as aforesaid shall have been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

37. Any corporation which is a member of the Society may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

OFFICERS

38. The Committee shall elect a President of the Society, and may elect one or more Vice-Presidents, who shall hold office as such for three years from the date of election. A retiring President or Vice-President shall be eligible for re-election. The President and Vice-President shall have such functions as are from time to time given to them respectively by these Articles and such privileges and powers as the Committee (subject to the provisions of these Articles) from time to time determine.

39. The Committee shall also elect—
- (A) A Chairman and one or more Vice-Chairmen from among the members of the Committee, and
 - (B) A Treasurer whether or not from among the members of the Committee,
 - (C) The Chairmen of the Special Committees, whether or not from the members of the Committee.
40. (A) Each Officer elected under Article 39 shall hold office for three years from his election and shall then retire, but shall be eligible for re-election. The Committee may exercise its powers of election so as to fill an impending vacancy in any office from the occurrence of the vacancy, but shall not do so more than twelve months before the occurrence of the vacancy.
- (B) Where an Officer of the Society is a member of any one or more Abbeyfield Local Societies, he shall cease to be an Officer of the Society in the event of the failure of such Local Society (if only one) or each such Local Society (if more than one) to pay to the Society the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.
41. The persons who are respectively the President, Vice-Presidents, Chairman, Vice-Chairmen, Treasurer, and Chairmen of the Special Committees at the time of the adoption of these Articles shall continue to hold office as such respectively until the expiration of the respective periods for which they were respectively elected, and shall then be eligible for re-election.

COMMITTEE

42. (A) From and after the adoption of these Articles the Committee shall consist of—
The Chairman, Vice-Chairmen, Treasurer of the Society and Chairmen of the Special Committees.
The Regional Chairman of each Region or, if the Regional Council of the Region has so decided, his alternate nominated by the Regional Council.
Not more than six ordinary members elected by the Committee as being in the opinion of the Committee persons with special administrative or financial experience or with special experience of the affairs of the Society or Abbeyfield Local Societies.
- (B) Each ordinary member of the Committee shall hold office as such for three years from the date of his election by the Committee and shall then retire and shall be eligible for re-election.
 - (C) The Committee may elect a person as an ordinary member in order to fill an impending vacancy from the occurrence of the vacancy, but shall not do so more than twelve months before the occurrence of the vacancy.
 - (D) Where an ordinary member of the Committee is a member of any one or more Abbeyfield Local Societies, he shall cease to be a Committee Member in the event of the failure of such Local Society (if only one) or each such Local Society (if more than one) to pay to the Society the affiliation fees payable before the expiration of twelve months after the due date for payment thereof.
 - (E) No person who is not a Member of the Society shall be qualified to hold office as a Committee Member.
43. The Committee Members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Committee or any Sub-Committee of the Committee or General Meetings of the Society or in connection with the business of the Society.

BORROWING POWERS

44. The Committee may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society.

POWERS AND DUTIES OF COMMITTEE MEMBERS

45. The business of the Society shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by the Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Act, or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
46. All powers of the Society in relation to the alteration or replacement of the Abbeyfield Constitution or the alteration or replacement of the scale of affiliation fees shall nevertheless, unless and except so far as the Abbeyfield Constitution or the Society in General Meeting otherwise directs, be exercised by the Society in General Meeting (and not by the Committee), but only after

consideration of the recommendations in regard thereto of the Committee and any representations of the Regional Councils, and so that any such exercise or excepting direction by the Society in General Meeting in relation to the alteration or replacement of the Abbeyfield Constitution shall be by means of a Special Resolution.

47. The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee to be the attorney or attorneys of the Society for such purposes outside the United Kingdom and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these Articles and for such period and subject to such conditions as they may think fit) and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

49. The Committee shall cause minutes to be made in books provided for the purpose—
- (A) of all appointments of Officers, ordinary members of the Committee and Associates and Honorary Officers and members of the Council made by the Committee;
 - (B) of the names of the Committee Members present at each meeting of the Committee and of any sub-committee of the Committee;
 - (C) of all resolutions and proceedings at all meetings of the Society and of the Committee, and of sub-committees of the Committee.

DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

50. The office of Committee Member shall be vacated if the Committee Member—
- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (B) becomes prohibited from being a Committee Member by reason of any order made under section 188 of the Act or by virtue of section 185 of the Act; or
 - (C) becomes of unsound mind; or
 - (D) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by section 199 of the Act; or
 - (E) resigns his office by notice in writing to the Society; or
 - (F) ceases to be a member of the Society.
51. A Committee Member shall not vote in respect of any contract in which he is interested or any matter arising thereout.
52. The Society may by Ordinary Resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Committee Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Committee.
53. The Society may by Ordinary Resolution appoint another person in place of an ordinary member of the Committee removed from office under the immediately preceding Article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Committee Member on the day on which the Committee Member in whose place he is appointed was last elected a Committee Member.

PROCEEDINGS OF COMMITTEE

54. The Committee Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Committee Member may, and the Secretary on the requisition of a Committee Member shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any Committee Member for the time being absent from the United Kingdom.

55. Except with the agreement of all the members for the time being of the Committee, at least three weeks' notice in writing shall be given of every meeting of the Committee. Where a meeting of the Committee is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, save as aforesaid, it shall not be necessary to give notice of an adjournment.

56. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be a number equal to one-third (or the integral number next greater than one-third) of the number of Committee Members for the time being.

57. The continuing Committee Members may act notwithstanding any vacancy in their body.
58. If no Chairman has been elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the senior Vice-Chairman present shall be Chairman of the Meeting. For this purpose the senior of several Vice-Chairmen shall be that one who has held office as Vice-Chairman for the longest period or combined periods of time, and as between any two or more Vice-Chairmen who have held that office for an equal time shall be determined by seniority in age. If neither the Chairman nor any Vice-Chairman has been elected, or if no Chairman or Vice-Chairman is present within five minutes after the time appointed for holding the meeting, the Committee Members present may choose one of their number to be Chairman of the meeting.
59. The Committee may delegate any of its powers to committees or sub-committees consisting of one or more such persons (whether Committee Members or not) as the Committee thinks fit but so that any such committee or sub-committee shall have a majority of persons thereon who are Members of the Society. Any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
60. In particular, without prejudice to the generality of the last preceding Article, the Committee shall appoint the Special Committees as defined in the Abbeyfield Constitution and delegate to them such powers of the Committee and give it such functions and duties and make such regulations for the conduct of its proceedings as the Committee shall in accordance with and implementation of the Abbeyfield Constitution and these Articles determine.
61. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
62. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.
63. All acts done by any meeting of the Committee or of a committee, or by any person acting as a Committee Member or member of a committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Committee Member or person acting as aforesaid, or that they or any of them were not qualified or had not been duly appointed to act or were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member or member of a committee.
64. A resolution in writing, signed by all the Committee Members for the time being entitled to receive notice of a meeting of the Committee, shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

SECRETARY

65. The Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.
66. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Committee Member and as, or in the place of, the Secretary.

THE SEAL

67. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee of the Committee authorised by the Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Committee Member and shall be countersigned by the Secretary or by a second Committee Member or by some other person appointed by the Committee for the purpose.

ACCOUNTS

68. The Committee shall cause proper books of account to be kept with respect to:—
- (A) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
 - (B) All sales and purchases of goods by the Society; and
 - (C) The assets and liabilities of the Society.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.
69. The books of account shall be kept at the registered office of the Society or, subject to section 147 (3) of the Act, at such other place or places as the Committee think fit, and shall always be open to the inspection of the Committee.

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

71. The Committee shall from time to time in accordance with the provisions of the Act and of the Companies Act 1967 cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

73. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act 1967.

NOTICES

74. A notice may be given by or in regard to the Society to any member of the Society or Committee Member either personally or by sending it by post to him or to his registered address, or (if he had no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for giving notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted.

75. Notice of every General Meeting shall be given in any manner hereinbefore authorized to every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them and to the Auditors for the time being of the Society.

76. If a member has no registered address in the United Kingdom and has not supplied to the Society an address within the United Kingdom for the giving of notice to him, he shall not be entitled to receive any notice from the Society.

INDEMNITY

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

WINDING UP

78. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

79. No addition or alteration to the provisions of the Society's Memorandum or Articles of Association shall be made without the approval of the Department of Trade and Industry.

ROBSON RHODES

574816.

Chartered Accountants

186 City Road, London EC1V 2NU, Telephone 01-251 1644, Telex 885734, Fax 01-250 0801

Ref: JDO/CES

The Company Secretary,
Abbeyfield Wellington (Somerset) Soc. Ltd.,
11a Fore Street,
Wellington,
Somerset.

7th May 1987.

Dear Sir,

We hereby give you formal notice of our resignation as auditors of your company with immediate effect. There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

For Rhodes.



DRM

Internationally Dunwoody Robson McGladrey & Pullen

Offices at Birmingham, Bradford, Cambridge, Crawley, Denton, Dewsbury, Epsom, Hinckley, Leeds, Leicester, Manchester, Rochester, Sittingbourne, Taunton, Tiverton, Wellington, Wolverhampton. Principal office: 186 City Road, London EC1V 2NU, at which a list of Partners may be inspected.

COMPANY NO: 574816

THE COMPANIES ACT 1985

SPECIAL RESOLUTION OF

THE ABBEYFIELD SOCIETY LIMITED PASSED ON THE FOURTH DAY OF
APRIL 1989 AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE
NAMED COMPANY, DULY CONVENED AND HELD AT THE GLAZIERS HALL,
MONTAGUE CLOSE, LONDON BRIDGE, S.E.1. ON THE FOURTH DAY OF
APRIL 1989.

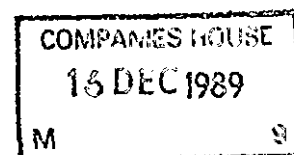
THE FOLLOWING RESOLUTION WAS DULY PASSED:-

1. THAT THE REGULATIONS CONTAINED IN THE PRINTED DOCUMENT
CIRCULATED WITH THIS NOTICE AND PRODUCED AT THIS MEETING
AND WHICH FOR THE PURPOSE OF IDENTIFICATION HAS BEEN
SIGNED BY THE CHAIRMAN BE APPROVED AND ADOPTED AS THE
ARTICLES OF ASSOCIATION OF THE SOCIETY IN SUBSTITUTION
FOR AND TO THE EXCLUSION OF ALL THE EXISTING ARTICLES
OF THE SOCIETY.
2. THAT ALL AFFILIATION FEES OR MEMBERSHIP FEES SHALL BE
DEEMED PAYABLE AT THE CURRENT RATE UNTIL FURTHER NOTICE.

Signed:

P. A. Spratt
.....
(Mrs P A Spratt)
Company Secretary

Date: 7 December 1989



574816

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

THE ABBEYFIELD SOCIETY

Articles of Association
OF
THE ABBEYFIELD SOCIETY

Incorporated the 27th day of November, 1956

Certificate No. 574816

COMPANIES HOUSE

16 DEC 1989

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The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Articles of Association
OF
THE ABBEYFIELD SOCIETY

(Adopted by Special Resolution passed on the 4th April 1989)

INTERPRETATION

1. In these Articles —

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the Society" means the above-named Society.

"Local Society" means a body incorporated in the United Kingdom either under the Act or under the Industrial and Provident Societies Act 1965 or previous or subsequent enactments thereof which becomes a member of the Society and which with the consent of the Society uses the name "Abbeyfield" in its title or description.

"the Articles" means the Articles of Association of the Society.

"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 Executive Committee" means the National Executive Committee of the Society, and the Executive Committee and the Executive Committee members shall be the equivalent of and shall fulfil the functions of, respectively, the board and the Directors of the Society, as defined in the Act.

"Guiding Principles" means the statement so entitled which was adopted by the then National Council in 1966 and is annexed to the Scheme of Organisation.

"executed" includes any mode of execution.

"office" means the registered office of the Society.

"Region" means a territorial region for the time being established and designated as a region under the Scheme of Organisation, and for the purposes of these Articles shall include Scotland. However, it is recognised that Scotland is a separate entity. The Abbeyfield Society for Scotland Ltd is the central organisation for the movement in Scotland and is eligible for membership of the Society, as is each Local Society in Scotland.

"Regional Chairman", "Regional Treasurer" and "Regional Secretary" in relation to any Region means the persons for the time being holding those respective offices in the Region under the Scheme of Organisation.

"Regional Council" in relation to any Region means the Council established for the Region under the Scheme of Organisation.

"the seal" means the common seal of the Society.

"secretary" means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary.

"Scheme of Organisation" means that Section of the Abbeyfield Manual of Information dealing with the structure and organisation of the Society.

"the United Kingdom" means Great Britain and Northern Ireland and shall be deemed to include the Isle of Man and the Channel Islands.

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 Articles become binding on the Society.

Where references are made to statutes in force in England and Wales those references, where the context so requires, shall be taken to include reference to any corresponding or equivalent legislation having force in other parts of the United Kingdom.

MEMBERS AND MEMBERSHIP

2. From and after the adoption of these Articles the Local Societies (including The Abbeyfield Society for Scotland Ltd) and no others shall be eligible to be members of the Society.
3. Notwithstanding the above the following persons shall be eligible to attend and speak, but not vote, at General Meetings of the Society:
 - i) Patrons, President and Vice-Presidents
 - ii) Members of the Executive Committee
 - iii) Members of any standing committee appointed by the Executive Committee.
 - iv) Regional Secretaries and Regional Treasurers.
 - v) Persons elected by a General Meeting of the Society as being persons who have given special services in the past to the Society or persons who are considered to have a particular contribution to make to the deliberations or activities of the Society. These persons shall be called Honorary Associates of the Society.
 - vi) Persons who are duly appointed representatives of Associates admitted under Article 13.
4. Any persons elected under Article 3 (v) shall remain Honorary Associates for a period of five years unless they previously retire or are removed by the Society in General Meeting.
5. Every Local Society shall become a member of the Society forthwith on being entered in the register of members after applying for membership and producing such evidence (if any) as the Secretary shall reasonably require to show its eligibility for membership.
6. The Secretary shall keep the register of the members and Associates of the Society.
7. The rights of a member shall not be transferable or transmissible.
8. Every Local Society on becoming a member of the Society agrees —
 - a) to adopt and work in accordance with the Guiding Principles and the established standards and methods of the Society;
 - b) to pay such membership fees as shall be determined from time to time by the Society in General Meeting;
 - c) that any existing Affiliation Agreement between it and the Society shall be deemed to be cancelled;
 - d) not at any time after the expiration of three months from receipt of written notice of cessation of membership of the Society to call itself by or exhibit on its notepaper, literature or properties any name including the word "Abbeyfield" or to hold itself out as connected in any way with the Society.
9. Every Local Society also agrees, upon liquidation or dissolution, so far as is consistent with its own Rules or Memorandum and Articles of Association —
 - a) to use its best endeavours to transfer any remaining assets to the Society, subject to Section 23 of the Housing Act 1974 and to any prior conditions properly attaching to the assets either legally binding or imposing any moral obligation; or
 - b) to transfer any remaining assets to any other Local Society which is a member.

Any assets transferred to the Society under (a) of this Article will be held in trust to be used only for the benefit of any new or existing Local Society within the geographical area. Should it not prove practical to arrange such a use within five years of the receipt of the assets from a dissolved society the matter shall be referred to the Society in General Meeting together with a recommendation from the relevant Regional Council.

In the event of any dispute arising under this Article the matter may be referred to the Society in General Meeting at the request of either the Executive Committee or the dissolving Local Society.

10. A member of the Society shall cease to be such a member —
- a) on the expiration of not less than six months written notice given to the Secretary of its intention to cease its membership of the Society; or
 - b) by the failure to work within the Guiding Principles or in accordance with the established standards and methods of the Society; or
 - c) by the failure to pay the membership fees payable before the expiration of six months after the due date for payment thereof.

11. Effect shall not be given to cessation of membership under Article 10(b) or (c) above except as a result of the passing of an Ordinary Resolution of which special notice has been given by the Society in General Meeting.

Such a resolution shall not be put before a General Meeting under this Article without first obtaining a report and recommendation from the relevant Regional Council. Any vote taken on such a resolution shall be taken on a poll and the resolution shall not be passed unless at least two-thirds of the votes cast are in favour. A member being the subject of such resolution shall have the right to speak and vote at the meeting at which it is considered regardless of any other provision under these Articles.

12. Any Local Society ceasing by any means to be a member shall remain liable for and shall pay to the Society all moneys due from it to the Society at the time of its ceasing to be a member or for which it may become liable under the provisions of the Memorandum of Association.

13. The Society may enter into an agreement with any corporate body having similar objects to those of Local Societies designating that body as an Associate of the Society. An Associate may describe itself as such and may appoint a representative to attend, but not vote at, General Meetings of the Society.

MEMBERSHIP FEES

14. Each member shall pay such annual membership fees as shall be determined from time to time by the Society in General Meeting.

15. Membership fees shall be set by the Society in General Meeting after taking account of the projected expenditure and income of the Society for the ensuing year and a recommendation of the Executive Committee thereon.

16. The due date for payment of membership fees shall be the 1st May or such other date as may be set by the Society in General Meeting.

17. The Society in General Meeting shall have the power to waive the payment of the membership fees of a Local Society.

18. The Executive Committee shall have the power to allow a Local Society to defer payment of its membership fee for due cause.

GENERAL MEETINGS

19. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.

20. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

21. The Executive Committee may call General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a

date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Executive Committee members to call a General Meeting, any Executive Committee member or any member of the Society may call a General Meeting.

22. Any resolution to be proposed at a General Meeting of the Society shall be proposed either by the Executive Committee or by not less than five members.

23. A meeting of the members of the Society together with the persons mentioned in Article 3 may be known as a National Council Meeting, but every Annual General Meeting of the Society shall in accordance with the Act and Articles 19 & 25 always be specified as an Annual General Meeting of the Society in the notice calling it.

NOTICE OF GENERAL MEETINGS

24. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may 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 thereat; and
- b) in the case of any other General Meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at a General Meeting of all the members.

25. 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.

26. The notice shall be given to all the members and to the Executive Committee and auditors and those persons mentioned in Article 3.

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

PROCEEDINGS AT GENERAL MEETINGS

28. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Executive Committee and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

29. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the quorum shall be 50 persons each representing one or more members.

30. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week but one, at the same time and place, or to such other day and such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

31. The President shall preside as chairman at every General Meeting of the Society or, if there is no President or if he is not present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, such Vice-President as is present and willing to act and is either the only Vice-President present and willing to act or appointed by the Vice-Presidents present to act shall be chairman of the meeting, but if there is no Vice-President present and willing to act such person as the Executive Committee select shall be chairman of the meeting.

32. If at any meeting there is no person appointed by or under the last preceding Article to be chairman of the meeting, or the person who would be the chairman under that Article is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall choose a person present to be chairman of the meeting.

33. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly 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 shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

34. A resolution put to the vote at a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded —

- a) by the chairman; or
- b) by at least three persons present each representing one or more members; or
- c) by one or two persons present together representing thirty or more members.

35. Unless a poll is duly demanded a declaration by the chairman 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 the resolution.

36. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

37. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

38. In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be deemed to be defeated.

39. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

40. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

41. 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 he 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 the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

42. On a show of hands every duly authorised representative of one or more members shall have one vote.
43. a) On a poll the voting structure shall be as follows:
- | | |
|--------------------------------|---------|
| Members with up to 3 houses | 1 vote |
| Members with 4 to 7 houses | 2 votes |
| Members with 8 to 11 houses | 3 votes |
| Members with 12 to 19 houses | 4 votes |
| Members with 20 or more houses | 5 votes |
- b) The number of votes shall be determined by the number of houses shown for each member in the then current published list of Local Societies, provided always that a house containing 16 or more resident places shall be regarded for such purposes as two houses.
44. No member shall vote at any General Meeting, unless all moneys then payable by the member to the Society have been paid.
45. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

MEMBERS' REPRESENTATIVES AT MEETINGS

46. A member of the Society may by resolution of its Directors or other governing body appoint such person as it thinks fit to act as its representative and exercise its powers at any meeting of the Society, and such person as it thinks fit to be an alternate representative. Such appointments may be by name or by office held, and may be either for a single meeting, for a defined period, or until the appointment is revoked by the member. A person so appointed may act as the representative of more than one member.
47. An instrument appointing a representative shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve):

"THE ABBEYFIELD SOCIETY

The Abbeyfield, being a member of the above named Society, hereby appoints

of.....or failing him.....

of..... or failing him the Chairman of the Meeting, as its representative to vote in its name and on its behalf at the Annual/Extraordinary General Meeting of the Society to be held on 19 , and at any adjournment thereof.

[Alternatively : "at any General Meeting of the Society until (further notice)"]

[This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against]

Unless otherwise instructed, the representative may vote as he thinks fit or abstain from voting.

Signed this day of 19 "

48. The instrument appointing a representative or a copy of such instrument certified in a way approved by the Executive Committee shall be produced by the representative on entering the meeting unless previously lodged at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting.

49. A vote given or poll demanded by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the office or at such other place at which the instrument was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

PRESIDENT, VICE-PRESIDENTS AND OFFICERS

50. The Executive Committee shall propose and the Society shall elect a President of the Society and may elect one or more Vice-Presidents. The President and Vice-Presidents shall have such functions and powers as are from time to time determined by these Articles and subject thereto such additional functions and powers as the Society may from time to time determine.

51. The Society shall also elect —

- a) A Chairman;
- b) A Treasurer;
- c) One or more Vice-Chairmen.

A nomination for election to one of these offices may be put forward

- i) by the Executive Committee; or
- ii) if accompanied by a signed statement from the nominee that he is willing to act as such, by at least two members of the Society who are entitled to vote.

52. The President any Vice-President and each officer elected under Article 51 shall hold office for a term not exceeding three years from election and shall then retire but shall be eligible for re-election for one further term not exceeding three further years. The Society may exercise its powers of election so as to fill an impending vacancy in any office from the occurrence of the vacancy but shall not do so more than fifteen months before the occurrence of the vacancy.

53. The Executive Committee may from time to time invite eminent persons to become Patrons of the Society.

THE EXECUTIVE COMMITTEE

54. (a) From and after the adoption of these Articles the Executive Committee shall consist of —

The Chairman, Vice-Chairmen, and Treasurer of the Society;

The Regional Chairman of each Region or, if the Regional Council of the Region has so decided, his alternate nominated by the Regional Council;

The Chairman of any Standing Committee constituted under Article 59;

Not more than six ordinary members elected by the Society as being in the opinion of the Society persons with special administrative or financial experience or with special experience of the affairs of the Society or Local Societies.

- (b) The Executive Committee may co-opt a person as an ordinary member in order to fill an impending vacancy from the occurrence of the vacancy, but shall not do so more than twelve months before the occurrence of the vacancy. Any member so co-opted shall retire at the next Annual General Meeting and shall be eligible for re-election.

POWERS OF THE EXECUTIVE COMMITTEE

55. Subject to the provisions of the Act, the Articles and any directions given by special resolution, the business of the Society shall be managed by the Executive Committee who may exercise all the powers of the Society. No alteration of the Articles and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction

had not been given. The powers given by this Article shall not be limited by any special power given to the Executive Committee by the Articles. A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.

56. The Executive Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF EXECUTIVE COMMITTEE'S POWERS

57. The Executive Committee may delegate any of their powers to a Sub-Committee. The Executive Committee may also delegate to the Chairman of the Society or any Executive Committee member holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any condition that the Executive Committee may impose either collaterally with or to the exclusion of their own powers and may be revoked or altered.

58. Subject to any special conditions imposed by the Executive Committee, the proceedings of any Sub-Committee shall be governed by the Articles regulating the proceedings of the Executive Committee so far as they are capable of applying.

59. A Sub-Committee may be constituted as a Standing Committee, and the Executive Committee shall appoint the chairman and members of such Standing Committee; each member so appointed shall hold office for a three year term and shall then be eligible for reappointment.

60. If the person so appointed as chairman is not already a member of the Executive Committee he shall become a member on his appointment, but shall retire and be eligible for re-election at the Annual General Meeting next following that appointment. Such re-election shall be for a term not exceeding three years from his original appointment, and he shall then be eligible for re-election for one further term not exceeding three further years.

61. Any Standing Committee may include persons who are not members of the Executive Committee provided that the number of such persons does not constitute more than two-thirds of its total membership.

62. In an emergency, decisions may be taken on behalf of the Executive Committee by the Chairman of the Society together with at least three persons from the following: Vice-Chairmen, Treasurer, and Chairmen of Standing Committees. Any decision so taken shall be reported to the Executive Committee at its next meeting.

APPOINTMENT AND RETIREMENT OF EXECUTIVE COMMITTEE MEMBERS

63. Each ordinary member of the Executive Committee shall hold office as such for three years from the date of his election by the Society and shall then retire and shall be eligible for re-election.

64. A nomination for election as an ordinary member of the Executive Committee may be put forward
- a) by the Executive Committee; or
 - b) if accompanied by a signed statement from the nominee that he is willing to act as such, by at least two members of the Society who are entitled to vote.

DISQUALIFICATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

65. The office of an Executive Committee member shall be vacated if —
- a) he ceases to be an Executive Committee member by virtue of any provision of the Act or he becomes prohibited by law from being an Executive Committee member; or

- b) he becomes bankrupt or makes any arrangement or composition with his creditors; or
- c) he is, or may be, suffering from mental disorder and either —
 - i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983;
 - ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d) he resigns his office by notice to the Society; or
- e) he shall for more than three consecutive meetings have been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period and the Executive Committee resolve that his office be vacated.

66. The Society may by Ordinary Resolution, of which special notice has been given in accordance with section 379 of the Act, remove any Executive Committee member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Executive Committee member.

67. The Society may by Ordinary Resolution appoint another person in place of an ordinary member of the Executive Committee removed from office under the immediately preceding Article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become an Executive Committee member on the day on which the Executive Committee member in whose place he is appointed was last elected an Executive Committee member.

REMUNERATION OF EXECUTIVE COMMITTEE MEMBERS

68. Executive Committee members shall not be entitled to any remuneration.

EXECUTIVE COMMITTEE MEMBERS' EXPENSES

69. Executive Committee members may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee or Sub-Committees or General Meetings or separate meetings of any loan stock or debenture holders or otherwise in direct connection with the discharge of their duties.

PROCEEDINGS AT EXECUTIVE COMMITTEE MEETINGS

70. Subject to the provisions of the Articles, the Executive Committee may regulate their proceedings as they think fit. An Executive Committee member may, and the secretary at the request of an Executive Committee member shall, call a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to an Executive Committee member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

71. The quorum for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed at any other number shall be not less than one-third of those entitled to receive notice of the meeting.

72. The continuing Executive Committee or a sole continuing Executive Committee member may act notwithstanding any vacancies in their number, but, if the number of the Executive Committee is less than the number fixed as the quorum, the continuing Executive Committee members or Executive Committee member may act only for the purpose of filling vacancies or of calling a General Meeting.

73. The chairman shall preside at every meeting of the Executive Committee at which he is present. But if there is no Executive Committee member holding that office, or if the Executive Committee member holding it is unwilling to preside or is not present within five minutes after the time appointed for the

meeting, the Executive Committee members present may appoint one of their number to be chairman of the meeting.

74. All acts done by a meeting of the Executive Committee, or of a Sub-Committee of the Executive Committee, or by a person acting as an Executive Committee member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Executive Committee member 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 was qualified and had continued to be an Executive Committee member and had been entitled to vote.

75. A resolution in writing signed by all the Executive Committee members entitled to receive notice of a meeting of the Executive Committee or of a Sub-Committee of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a Sub-Committee of the Executive Committee duly convened and held and may consist of several documents in the like form each signed by one or more Executive Committee members.

76. If a question arises at a meeting of the Executive Committee or of a Sub-Committee of the Executive Committee as to the right of an Executive Committee member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Executive Committee member other than himself shall be final and conclusive.

SECRETARY

77. Subject to the provisions of the Act, the Secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

78. The Executive Committee shall cause minutes to be made in books kept for the purpose —

- a) of all appointments of officers made by the Executive Committee; and
- b) of all proceedings at General Meetings of the Society, and of the Executive Committee, and of any Sub-Committee of the Executive Committee, including the names of the members present at each such meeting.

THE SEAL

79. The seal shall only be used by the authority of the Executive Committee or of a Sub-Committee of the Executive Committee authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by an Executive Committee member and by the secretary or by a second Executive Committee member.

ACCOUNTS

80. The Executive Committee shall cause proper accounting records to be kept to show and explain the company's transactions in accordance with Section 221 of the Act.

81. The accounting records shall be kept at the office or, subject to section 222 of the Act, at such other place or places as the Executive Committee think fit, and shall always be open to inspection of the Executive Committee.

82. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members, not being Executive Committee members, and no member (not being an Executive Committee member) shall have any right of inspecting any account or

book or document of the Society except as conferred by statute or authorised by the Executive Committee or by the Society in General Meeting.

83. The Executive Committee shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

84. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

NOTICES

85. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Executive Committee need not be in writing.

86. The Society may give any notice to a member either personally or by sending it by post in a prepaid first class envelope addressed to the member at its registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to it shall be entitled to have notices given to it at that address, but otherwise no such member shall be entitled to receive any notice from the Society.

87. A member present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

88. 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, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

89. Subject to the provisions of the Act but without prejudice to any indemnity to which an Executive Committee member may otherwise be entitled, every Executive Committee member or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

WINDING UP

90. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

THE ABBEYFIELD SOCIETY

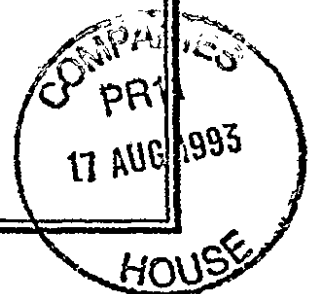
Articles of Association
OF
THE ABBEYFIELD SOCIETY

Certified a true copy

*Robert A. Spence
Secretary*

Incorporated the 27th day of November, 1956

Certificate No. 574816



The Companies Act 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
Articles of Association
OF
THE ABBEYFIELD SOCIETY

(Adopted by Special Resolution passed on 4 April 1989 and amended pursuant to
Special Resolutions passed on 16 April 1991, 17 September 1991 and 30 March 1993)

INTERPRETATION

1. In these Articles —

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“the Society” means the above-named Society.

“Member Society” means a body incorporated in the United Kingdom either under the Act or under the Industrial and Provident Societies Act 1965 or previous or subsequent enactments thereof which becomes a member of the Society and which with the consent of the Society uses the name “Abbeyfield” in its title or description.

“the Articles” means the Articles of Association of the Society.

“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 Executive Committee” means the National Executive Committee of the Society, and the Executive Committee and the Executive Committee members shall be the equivalent of and shall fulfil the functions of, respectively, the board and the Directors of the Society, as defined in the Act.

“Guiding Principles” means the statement so entitled which was adopted by the then National Council in 1966 and is annexed to the Scheme of Organisation.

“executed” includes any mode of execution.

“office” means the registered office of the Society.

“Region” means a territorial region for the time being established and designated as a region under the Scheme of Organisation, and for the purposes of these Articles shall include Scotland. However, it is recognised that Scotland is a separate entity. The Abbeyfield Society for Scotland Ltd is the central organisation for the movement in Scotland and is eligible for membership of the Society, as is each local Society in Scotland.

“Regional Chairman”, “Regional Treasurer” and “Regional Secretary” in relation to any Region means the persons for the time being holding those respective offices in the Region under the Scheme of Organisation.

“Regional Council” in relation to any Region means the Council established for the Region under the Scheme of Organisation.

“the seal” means the common seal of the Society.

“secretary” means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary.

“Scheme of Organisation” means that Section of the Abbeyfield Manual of Information dealing with the structure and organisation of the Society.

“the United Kingdom” means Great Britain and Northern Ireland and shall be deemed to include the Isle of Man and the Channel Islands.

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 Articles become binding on the Society.

Where references are made to statutes in force in England and Wales those references, where the context so requires, shall be taken to include reference to any corresponding or equivalent legislation having force in other parts of the United Kingdom.

MEMBERS AND MEMBERSHIP

2. From and after the adoption of these Articles the Member Societies (including The Abbeyfield Society for Scotland Ltd) and no others shall be eligible to be members of the Society.

3. Notwithstanding the above the following persons shall be eligible to attend and speak, but not vote, at General Meetings of the Society:

- i) Patrons, President and Vice-Presidents
- ii) Members of the Executive Committee
- iii) Members of any standing committee appointed by the Executive Committee.
- iv) Regional Secretaries and Regional Treasurers
- v) Persons elected by a General Meeting of the Society as being persons who have given special services in the past to the Society or persons who are considered to have a particular contribution to make to the deliberations or activities of the Society. These persons shall be called Honorary Associates of the Society.
- vi) Persons who are duly appointed representatives of Associates admitted under Article 13.

4. Any persons elected under Article 3 (v) shall remain Honorary Associates for a period of five years unless they previously retire or are removed by the Society in General Meeting

5. Every Member Society shall become a member of the Society forthwith on being entered in the register of members after applying for membership and producing such evidence (if any) as the Secretary shall reasonably require to show its eligibility for membership.

6. The Secretary shall keep the register of the members and Associates of the Society.

7. The rights of a member shall not be transferable or transmissible.

8. Every Member Society on becoming a member of the Society agrees -

- a) to adopt and work in accordance with the Guiding Principles and the established standards and methods of the Society;
- b) to pay such membership fees as shall be determined from time to time by the Society in General Meeting;
- c) that any existing Affiliation Agreement between it and the Society shall be deemed to be cancelled;
- d) not at any time after the expiration of three months from receipt of written notice of cessation of membership of the Society to call itself by or exhibit on its notepaper, literature or properties any name including the word "Abbeyfield" or to hold itself out as connected in any way with the Society.

9. Every Member Society also agrees, upon liquidation or dissolution, so far as is consistent with its own Rules or Memorandum and Articles of Association -

- a) to use its best endeavours to transfer any remaining assets to the Society, subject to Section 23 of the Housing Act 1974 and to any prior conditions properly attaching to the assets either legally binding or imposing any moral obligation; or
- b) to transfer any remaining assets to any other Member Society which is a member.

Any assets transferred to the Society under (a) of this Article will be held in trust to be used only for the benefit of any new or existing Member Society within the geographical area. Should it not prove practical to arrange such a use within five years of the receipt of the assets from a dissolved society the matter shall be referred to the Society in General Meeting together with a recommendation from the relevant Regional Council.

In the event of any dispute arising under this Article the matter may be referred to the Society in General Meeting at the request of either the Executive Committee or the dissolving Member Society.

10. A member of the Society shall cease to be such a member —

- a) on the expiration of not less than six months written notice given to the Secretary of its intention to cease its membership of the Society; or
- b) by the failure to work within the Guiding Principles or in accordance with the established standards and methods of the Society; or
- c) by the failure to pay the membership fees payable before the expiration of six months after the due date for payment thereof.

11. Effect shall not be given to cessation of membership under Article 10(b) or (c) above except as a result of the passing of an Ordinary Resolution of which special notice has been given by the Society in General Meeting.

Such a resolution shall not be put before a General Meeting under this Article without first obtaining a report and recommendation from the relevant Regional Council. Any vote taken on such a resolution shall be taken on a poll and the resolution shall not be passed unless at least two-thirds of the votes cast are in favour. A member being the subject of such resolution shall have the right to speak and vote at the meeting at which it is considered regardless of any other provision under these Articles.

12. Any Member Society ceasing by any means to be a member shall remain liable for and shall pay to the Society all moneys due from it to the Society at the time of its ceasing to be a member or for which it may become liable under the provisions of the Memorandum of Association.

13. The Society may enter into an agreement with any corporate body having similar objects to those of Member Societies designating that body as an Associate of the Society. An Associate may describe itself as such and may appoint a representative to attend, but not vote at, General Meetings of the Society.

MEMBERSHIP FEES

14. Each member shall pay such annual membership fees as shall be determined from time to time by the Society in General Meeting.

15. Membership fees shall be set by the Society in General Meeting after taking account of the projected expenditure and income of the Society for the ensuing year and a recommendation of the Executive Committee thereon. In the event of a General Meeting not giving approval to a resolution on Membership fees, the rates then current will continue in force for the ensuing year.

16. The due date for payment of membership fees shall be the 1st May or such other date as may be set by the Society in General Meeting.

17. The Society in General Meeting shall have the power to waive the payment of the membership fees of a Member Society.

18. The Executive Committee shall have the power to allow a Member Society to defer payment of its membership fee for due cause.

GENERAL MEETINGS

19. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.

20. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

21. The Executive Committee may call General Meetings and, on the requisition of members pursuant

to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Executive Committee members to call a General Meeting, any Executive Committee member or any member of the Society may call a General Meeting.

22. Any resolution to be proposed at a General Meeting of the Society shall be proposed either by the Executive Committee or by not less than five members.

23. A meeting of the members of the Society together with the persons mentioned in Article 3 may be known as a National Council Meeting, but every Annual General Meeting of the Society shall in accordance with the Act and Articles 19 & 25 always be specified as an Annual General Meeting of the Society in the notice calling it.

NOTICE OF GENERAL MEETINGS

24. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may 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 thereat; and

b) in the case of any other General Meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at a General Meeting of all the members.

25. 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.

26. The notice shall be given to all the members and to the Executive Committee and auditors and those persons mentioned in Article 3.

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

PROCEEDINGS AT GENERAL MEETINGS

28. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, determination of membership fees, and the report of the Executive Committee and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

29. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the quorum shall be 50 persons each representing one or more members.

30. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week but one, at the same time and place, or to such other day and such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

31. The President shall preside as chairman at every General Meeting of the Society or, if there is no President or if he is not present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, such Vice-President as is present and willing to act and is either the only Vice-President present and willing to act or appointed by the Vice-Presidents present to act shall be chairman of the meeting, but if there is no Vice-President present and willing to act such person as the Executive

Committee select shall be chairman of the meeting.

32. If at any meeting there is no person appointed by or under the last preceding Article to be chairman of the meeting, or the person who would be the chairman under that Article is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to [^], the members present shall choose a person present to be chairman of the meeting.

33. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly 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 shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

34. A resolution put to the vote at a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded —

- a) by the chairman; or
- b) by at least three persons present each representing one or more members; or
- c) by one or two persons present together representing thirty or more members.

35. Unless a poll is duly demanded a declaration by the chairman 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 the resolution.

36. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

37. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

38. In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall be deemed to be defeated.

39. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

40. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

41. 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 he 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 the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

42. On a show of hands every duly authorised representative of one or more members shall have one vote.

43. a) On a poll the voting structure shall be as follows:

Members with up to 3 houses	1 vote
Members with 4 to 7 houses	2 votes
Members with 8 to 11 houses	3 votes
Members with 12 to 19 houses	4 votes
Members with 20 or more houses	5 votes

b) The number of votes shall be determined by the number of houses shown for each member in the then current published list of Local Societies, provided always that a house containing 16 or more resident places shall be regarded for such purposes as two houses.

44. No member shall vote at any General Meeting, unless all moneys then payable by the member to the Society have been paid.

45. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

MEMBERS' REPRESENTATIVES AT MEETINGS

46. A member of the Society may by resolution of its Directors or other governing body appoint such person as it thinks fit to act as its representative and exercise its powers at any meeting of the Society, and such person as it thinks fit to be an alternate representative. Such appointments may be by name or by office held, and may be either for a single meeting, for a defined period, or until the appointment is revoked by the member. A person so appointed may act as the representative of more than one member.

47. An instrument appointing a representative shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve):

THE ABBEYFIELD SOCIETY

The Abbeyfield being a member of the above named Society, hereby appoints

of..... or failing him

of..... or failing him the Chairman of the Meeting, as its representative to vote in its name and on its behalf at the Annual/Extraordinary General Meeting of the Society to be held on 19 .., and at any adjournment thereof,

[Alternatively: "at any General Meeting of the Society until (further notice)"]

[This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against]

Unless otherwise instructed, the representative may vote as he thinks fit or abstain from voting.

Signed this day of 19 "

48. The instrument appointing a representative or a copy of such instrument certified in a way approved by the Executive Committee shall be produced by the representative on entering the meeting unless previously lodged at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting.

49. A vote given or poll demanded by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the office or at such other place at which the instrument was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

PRESIDENT, VICE-PRESIDENTS AND OFFICERS

50. The Executive Committee shall propose and the Society shall elect a President of the Society and may elect one or more Vice-Presidents. The President and Vice-Presidents shall have such functions and powers as are from time to time determined by these Articles and subject thereto such additional functions and powers as the Society may from time to time determine.

51. The Society shall also elect —

- a) A Chairman;
- b) A Deputy Chairman;
- c) A Treasurer
- c) One or more Vice-Chairmen.

A nomination for election to one of these offices may be put forward

- i) by the Executive Committee; or
- ii) if accompanied by a signed statement from the nominee that he is willing to act as such, by at least two members of the Society who are entitled to vote.

52. a) The President and any Vice-President shall hold office for a term not exceeding three years from election and shall then retire but shall be eligible for re-election for one further term not exceeding three further years and providing a term of office shall in any event terminate at an Annual General Meeting.

b) The Chairman and Deputy Chairman shall hold office for a term not exceeding two years from election and shall then retire at the Annual General Meeting at the end of their second year of office but shall be eligible for re-election for one further term not exceeding two further years.

c) The Treasurer and any Vice-Chairmen shall hold office for a single term not exceeding three years from election and shall then retire at the Annual General Meeting at the end of their third year of office.

d) The Society may exercise its powers of election so as to fill an impending vacancy in any office from the occurrence of the vacancy but shall not do so more than fifteen months before the occurrence of the vacancy.

53. The Executive Committee may from time to time invite eminent persons to become Patrons of the Society.

THE EXECUTIVE COMMITTEE

54. a) From and after the adoption of these Articles the Executive Committee shall consist of —

The Chairman, Deputy Chairman, Vice-Chairmen, and Treasurer of the Society; The Regional Chairman of each Region or, if the Regional Council of the Region has so decided, his alternate nominated by the Regional Council;

The Chairman of any Standing Committee constituted under Article 59;

Not more than six ordinary members elected by the Society as being in the opinion of the Society persons with knowledge who can contribute to the benefit of the Abbeyfield movement.

b) The Executive Committee may co-opt a person as an ordinary member in order to fill a vacancy from the occurrence of the vacancy. Any member so co-opted shall retire at the next Annual General Meeting and shall be eligible for election.

c) The Executive Committee may appoint a person as Chairman, Treasurer or Vice-Chairman in order to fill a vacancy from the occurrence of the vacancy. Any person so appointed shall retire at the next Annual General Meeting and be eligible for election.

POWERS OF THE EXECUTIVE COMMITTEE

55. Subject to the provisions of the Act, the Articles and any directions given by special resolution, the business of the Society shall be managed by the Executive Committee who may exercise all the powers of the Society. No alteration of the Articles and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Executive Committee by the Articles. A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.

56. The Executive Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF EXECUTIVE COMMITTEE'S POWERS

57. The Executive Committee may delegate any of their powers to a Sub-Committee. The Executive Committee may also delegate to the Chairman of the Society or any Executive Committee member holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any condition that the Executive Committee may impose either collaterally with or to the exclusion of their own powers and may be revoked or altered.

58. Subject to any special conditions imposed by the Executive Committee, the proceedings of any Sub-Committee shall be governed by the Articles regulating the proceedings of the Executive Committee so far as they are capable of applying.

59. A Sub-Committee may be constituted as a Standing Committee, and the Executive Committee shall appoint the chairman and members of such Standing Committee; each member so appointed shall hold office for a three year term and shall then be eligible for reappointment.

60. If the person so appointed as chairman is not already a member of the Executive Committee he shall become a member on his appointment, but shall retire and be eligible for re-election at the Annual General Meeting next following that appointment. Such re-election shall be for a term not exceeding three years from his original appointment, and he shall then be eligible for re-election for one further term not exceeding three further years.

61. Any Standing Committee may include persons who are not members of the Executive Committee provided that the number of such persons does not constitute more than two-thirds of its total membership.

62. In an emergency, decisions may be taken on behalf of the Executive Committee by the Chairman or Deputy Chairman of the Society together with at least four persons from the following: Deputy Chairman, Vice-Chairman or Treasurer and Chairmen of Standing Committees. Any decision so taken shall be reported to the Executive Committee at its next meeting.

APPOINTMENT AND RETIREMENT OF EXECUTIVE COMMITTEE MEMBERS

63. Each ordinary member of the Executive Committee shall hold office as such for three years from the date of his election by the Society and shall then retire and shall be eligible for re-election.

64. A nomination for election as an ordinary member of the Executive Committee may be put forward
a) by the Executive Committee; or
b) if accompanied by a signed statement from the nominee that he is willing to act as such, by at least two members of the Society who are entitled to vote.

DISQUALIFICATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

65. The office of an Executive Committee member shall be vacated if —

- a) he ceases to be an Executive Committee member by virtue of any provision of the Act or he becomes prohibited by law from being an Executive Committee member; or
- b) he becomes bankrupt or makes any arrangement or composition with his creditors; or
- c) he is, or may be, suffering from mental disorder and either —
 - i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983;
 - ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d) he resigns his office by notice to the Society; or
- e) he shall for more than three consecutive meetings have been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period and the Executive Committee resolve that his office be vacated.

66. The Society may by Ordinary Resolution, of which special notice has been given in accordance with section 379 of the Act, remove any Executive Committee member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Executive Committee member.

67. The Society may by Ordinary Resolution appoint another person in place of an ordinary member of the Executive Committee removed from office under the immediately preceding Article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become an Executive Committee member on the day on which the Executive Committee member in whose place he is appointed was last elected an Executive Committee member.

REMUNERATION OF EXECUTIVE COMMITTEE MEMBERS

68. Executive Committee members shall not be entitled to any remuneration.

EXECUTIVE COMMITTEE MEMBERS' EXPENSES

69. Executive Committee members may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee or Sub-Committees or General Meetings or separate meetings of any loan stock or debenture holders or otherwise in direct connection with the discharge of their duties.

PROCEEDINGS AT EXECUTIVE COMMITTEE MEETINGS

70. Subject to the provisions of the Articles, the Executive Committee may regulate their proceedings as they think fit. An Executive Committee member may, and the secretary at the request of an Executive Committee member shall, call a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to an Executive Committee member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

71. The quorum for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed at any other number shall be not less than one-third of those entitled to receive notice of the meeting.

72. The continuing Executive Committee or a sole continuing Executive Committee member may act notwithstanding any vacancies in their number, but, if the number of the Executive Committee is less than

the number fixed as the quorum, the continuing Executive Committee members or Executive Committee member may act only for the purpose of filling vacancies or of calling a General Meeting.

73. The chairman shall preside at every meeting of the Executive Committee at which he is present. But if there is no Executive Committee member holding that office, or if the Executive Committee member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Executive Committee members present may appoint one of their number to be chairman of the meeting.

74. All acts done by a meeting of the Executive Committee, or of a Sub-Committee of the Executive Committee, or by a person acting as an Executive Committee member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Executive Committee member 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 was qualified and had continued to be an Executive Committee member and had been entitled to vote.

75. A resolution in writing signed by all the Executive Committee members entitled to receive notice of a meeting of the Executive Committee or of a Sub-Committee of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a Sub-Committee of the Executive Committee duly convened and held and may consist of several documents in the like form each signed by one or more Executive Committee members.

76. If a question arises at a meeting of the Executive Committee or of a Sub-Committee of the Executive Committee as to the right of an Executive Committee member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Executive Committee member other than himself shall be final and conclusive.

SECRETARY

77. Subject to the provisions of the Act, the Secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may, be removed by them.

MINUTES

78. The Executive Committee shall cause minutes to be made in books kept for the purpose —
a) of all appointments of officers made by the Executive Committee; and
b) of all proceedings at General Meetings of the Society, and of the Executive Committee, and of any Sub-Committee of the Executive Committee, including the names of the members present at each such meeting.

THE SEAL

79. The seal shall only be used by the authority of the Executive Committee or of a Sub-Committee of the Executive Committee authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by an Executive Committee member and by the secretary or by a second Executive Committee member.

ACCOUNTS

80. The Executive Committee shall cause proper accounting records to be kept to show and explain the company's transactions in accordance with Section 221 of the Act.

81. The accounting records shall be kept at the office or, subject to section 222 of the Act, at such other place or places as the Executive Committee think fit, and shall always be open to inspection of the

Executive Committee.

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

83. The Executive Committee shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

84. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Society. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

NOTICES

85. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Executive Committee need not be in writing.

86. The Society may give any notice to a member either personally or by sending it by post in a prepaid first class envelope addressed to the member at its registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Society an address within the United Kingdom at which notices may be given to it shall be entitled to have notices given to it at that address, but otherwise no such member shall be entitled to receive any notice from the Society.

87. A member present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

88. 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, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

89. Subject to the provisions of the Act but without prejudice to any indemnity to which an Executive Committee member may otherwise be entitled, every Executive Committee member or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

WINDING UP

90. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

574816

THE ABBEYFIELD SOCIETY



MINUTES OF MEETINGS

The Extraordinary General Meeting
and
The Thirty-Third Annual General Meeting

held in the

Great Hall
Lancaster University
Lancaster
LA1 4YT

on

Tuesday, 30th March 1993

Certified a true copy

Patricia A. Spence

Secretary



ABBNEYFIELD HOUSE, 185-192 DARKES LANE, POTTERS BAR, HERTS, EN6 1AB

Registered Charity No 200719
Telephone: Potters Bar (0707) 644845; FAX (0707) 654417

THE ABBEYFIELD SOCIETY

Minutes of the EXTRAORDINARY GENERAL MEETING of The Abbeyfield Society held in the Great Hall, Lancaster University, Lancaster, LA1 4YT, on Tuesday, 30th March, 1993 commencing at 10.30 am.

Present:	His Grace the Duke of Atholl DL	-	Vice President
	Sir Reay Geddes	-	Patron
	Mr L H Brazier	-	National Chairman
	Mrs S Robertson Cole	-	Deputy Chairman
	Mr M L Brooks	-	Vice Chairman
	Mr F M Osborn	-	Vice Chairman
	Mr J R Venning	-	National Treasurer
	Mr F Murphy	-	Chief Executive
	Mrs P A Spratt	-	Deputy Chief Executive and Company Secretary

Two hundred and thirty eight Member Societies were represented by a personal nominee or personal proxy. Twenty nine Chairmen, Regional Secretaries or Treasurers from sixteen Regions were present, the majority representing one or more Member Societies. Eleven members of staff were in attendance. Total persons, including observers, present for all or part of the Meeting numbered approximately two hundred and fifty.

Apologies received included HRH The Prince of Wales, KG, KT, GCB (Royal Patron); The Most Reverend and Right Honourable G L Carey PC BD MTh PhD (Patron); His Grace, the Duke of Westminster (President); Her Grace the Duchess of Beaufort (Vice President) and C G R Buxton OBE MA MBA (Patron).

1. WELCOME

The Chairman, Mr L H Brazier, welcomed those attending this day and formally opened the Extraordinary General Meeting.

2. AMENDMENT TO THE ARTICLES OF ASSOCIATION

In accordance with Articles 22 and 28 the following Resolution to amend the Articles of Association was proposed as a Special Resolution:

By the National Executive Committee:

That Article 15 be amended by the addition of a second sentence so that it will read:

15. Membership fees shall be set by the Society in General Meeting after taking account of the projected expenditure and income of the Society for the ensuing year and a recommendation of the Executive Committee thereon. In the event of a General Meeting not giving approval to a Resolution on membership fees, the rates then current will continue in force for the ensuing year.

The Chairman explained that this small, but important, amendment would clarify the position in the event that in any year it might be the case that no Resolution on membership fees was approved. This could be because it was not necessary to alter the fees payable or that any proposal for change

was unacceptable. The Resolution proposed sought to confirm that in such an event the rates then in force for the preceding year would continue unaltered in the year under review.

The Meeting, by a show of voting entitlement cards, unanimously approved the Resolution as stated above.

3. The Chairman formally closed the Extraordinary General Meeting at 10.38am.

THE ABBEYFIELD SOCIETY

Minutes of the thirty-third ANNUAL GENERAL MEETING of The Abbeyfield Society held in the Great Hall, Lancaster University, Lancaster, LA1 4YT, on Tuesday, 30th March, 1993 commencing at 10.40 am.

Present:	His Grace the Duke of Atholl DL	-	Vice President
	Sir Reay Geddes	-	Patron
	Mr L H Brazier	-	National Chairman
	Mrs S Robertson Cole	-	Deputy Chairman
	Mr M L Brooks	-	Vice Chairman
	Mr F M Osborn	-	Vice Chairman
	Mr J R Venning	-	National Treasurer
	Mr F Murphy	-	Chief Executive
	Mrs P A Spratt	-	Deputy Chief Executive and Company Secretary

Two hundred and thirty eight Member Societies were represented by a personal nominee or personal proxy. Twenty nine Chairmen, Regional Secretaries or Treasurers from sixteen Regions were present, the majority representing one or more Member Societies. Eleven members of staff were in attendance. Total persons, including observers, present for all or part of the Meeting numbered approximately two hundred and fifty.

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1. INTRODUCTION AND WELCOME

The Chairman, Mr L H Brazier introduced His Grace, The Duke of Atholl. He formally thanked His Grace for accepting the office of Vice President last year, and for agreeing to officiate at this year's annual general meeting.

His Grace, The Duke of Atholl then addressed the Meeting. This Meeting was being held within the context of the National Seminar. The Seminar's title reminded all of the challenges ahead and great opportunities to share experiences and knowledge that would be for the benefit of the lonely, elderly people Abbeyfield served. It was appropriate that the Seminar was taking place this year - the European Year for Older People - and that Abbeyfield would be an active participant in the year's events. There could be no better time for the Society to take stock and to set new standards to meet the challenges ahead.

The Vice President introduced the Rev S J Skinner of the Dalton-in-Furness Society, and invited him to lead the Meeting in prayer.

Rev Skinner offered the Abbeyfield Prayer and led the Meeting in the Lord's Prayer.

2. PRESENTATION OF ROYAL PATRON'S AWARDS 1993

Citations recording the exceptional service of the recipients were read by Mrs S Robertson Cole, Deputy National Chairman, prior to each presentation of the Royal Patron's Award by the Vice President to the following persons:

Mrs Molly Craigen	(Cambridge Society)
Mr Arthur Hodges	(Ewell Society and East Surrey Area)
Miss Mai Jones	(Llangollen Society and North Wales Region)
Mr Dick Newlove	(Lancashire Extra Care Society and Lancs & Cumbria Region)
Mrs Jean Sands	(Malmesbury & Tetbury Society)

(A full report is included in *The Abbeyfielder* magazine, No 12, Summer 1993).

3. ADOPTION OF THE REPORT OF THE DIRECTORS AND THE AUDITED ACCOUNTS FOR THE YEAR ENDED 30TH SEPTEMBER 1992

The National Chairman, Mr L H Brazier, in proposing the adoption of the Directors Report and Audited Accounts, drew attention to the tremendous body of volunteers, every single one of whom played a very important part in the Society's affairs. He particularly mentioned the two National Officers who had retired this year.

Mr Derrick Lewis, the former National Treasurer, had over the past three years done sterling work. He had assumed office when the Finance Department at Potters Bar had been under strain and had devoted a great deal of personal time in practical work on a wide range of financial matters. He had handed over to his successor a sound financial position.

Prof Michael Hall was retiring as Chairman of the Care and Development Committee after three years of invaluable service. His professional expertise and advice had guided the Society through a very formative period in the care and development fields.

The Meeting endorsed Mr Brazier's thanks to Mr Lewis and Professor Hall with acclamation.

Mr Brazier further commended all the members of the national Society Committees, too numerous to mention individually, who have retired this year and thanked them very much for all their services.

Mr J R Venning, National Treasurer, in formally seconding, spoke particularly to the Audited Accounts, whose preparation had been overseen by his predecessor Mr Lewis. He would expect comparable organisations to spend some 5% of charges meeting central overhead costs which for Abbeyfield would be £1.7 million. The reality is that national Society operating costs, including regional services, are £1.072 million and thus represent good value. Over half (£350,000) of the Investment Income had been allocated to specific Societies and Regional Development Funds, and the Society was still reliant upon gifted income to meet over 30% of its total annual expenditure. The availability of gifted income for this purpose would lessen as the Abbeyfield Development Trust progressed its activities, and the future need to increase the level of membership fees could not be overlooked.

There was funding available for assisting Societies' projects from the Supportive Care and Extra Care Reserves, and applications for loan finance would be welcomed.

There being no questions, the National Chairman invited the Meeting to vote on the proposal.

The Meeting, by a show of voting entitlement cards:

unanimously approved the adoption of the *Directors' Report* and the audited *Accounts for the year ended 30th September, 1992*.

4. APPOINTMENT OF AUDITORS

Mr J R Venning, National Treasurer, formally proposed the appointment of the Auditors.

The Meeting, by a show of voting entitlement cards:

unanimously approved the appointment of Messrs Coopers and Lybrand as Auditors to the Society for the ensuing year and authorised the Directors to fix their remuneration.

5. ROYAL PATRONAGE

In accordance with Article 53 the National Chairman invited the Meeting to acknowledge with gratitude that HRH The Prince of Wales had accepted the National Executive Committee's invitation to continue as Royal Patron of the Abbeyfield Society. His Royal Highness had been Patron since 1978 and the Society was greatly honoured by his willingness to continue his support to the Society.

The Meeting, with acclamation, signified its appreciation of the continuing Patronage of the Abbeyfield Society by His Royal Highness, The Prince of Wales.

6. ELECTION OF THE PRESIDENT

In accordance with Articles 50 and 52(a) the National Executive Committee was pleased to nominate His Grace, The Duke of Westminster as President for a second and final three year term, and invited the Meeting to signify its approval. The National Chairman advised that His Grace had graciously agreed to continue as President. In the past three years, through attendance at meetings and visits to individual Societies he had become well known and respected throughout the movement.

The Meeting, with acclamation, signified its approval to the election of His Grace, The Duke of Westminster, as President of the Society for a second and final three year term.

7. ELECTION OF OFFICERS

The Vice President took the chair.

The following persons had been nominated for election in accordance with Articles 51 and 52(b) and (c):

National Chairman: nominated by the National Executive Committee:
Mr L H Brazier, FCA, ATII, for a second and final term of two years.

Deputy Chairman: nominated by the National Executive Committee:
Mrs S Robertson Cole, OBE, for a second and final term of two years.

National Treasurer: nominated by the National Executive Committee:
Mr J R Venning, FCA for a single term of three years.

Upon invitation from the Vice President, the Meeting signified with acclamation its approval of the election of the Officers as stated above.

8. ELECTION OF AN HONORARY ASSOCIATE

The Articles of Association provided for the election of persons who had given special services in the past to the Society or persons who were considered to have a particular contribution to make to the deliberations or activities of the Society. The roll of Honorary Associates currently stood at 25 persons.

The National Executive Committee nominated one additional Honorary Associate for election for a five year term in accordance with Articles 3(v) and 4:

Mr Paul Baker, MBE, formerly Regional Secretary and Regional Treasurer, Greater London Region.

Mr B Hildrew, Chairman of the Greater London Region, spoke with admiration and affection of the considerable range of services Mr Baker had given over very many years. At the invitation of the Vice President, the Meeting, with acclamation, signified its approval to the election of Mr Paul Baker as an Honorary Associate of the Society for a five year term. In accepting his Certificate, Mr Baker thanked the many people he had been privileged to work within Abbeyfield.

9. MEMBERSHIP AND AFFILIATION FEES

In accordance with Articles 15, 22 and 28 the following Resolution was proposed as an Ordinary Resolution by the National Executive Committee:

That after due consideration of the projected expenditure and income of the Society for the ensuing year as described on pages 6-11 of the Final Notice of Meetings:

1.
 - i. the membership fees due on 1st May 1994 shall be payable based on the total residential charges received in the financial year ended during 1993 as shown in the audited accounts of each Member Society for that year;
 - ii. the amount of membership fees payable inclusive of VAT shall be set at 2% of total residential charges received by each Society in the financial year ended during 1993. For houses or parts of houses registered by the appropriate local authority as providing residential care and recognised as providing Extra Care by the appropriate Regional Councils of the Abbeyfield Society in England, Wales and Northern Ireland and by the Abbeyfield Society for Scotland Ltd the membership fee shall be 1% of the relevant residential charges. The reduced rate of membership fee will be calculated only in respect of the residential charges received during the financial year ended during 1993 for 24 hour personal care provided by the Society and not solely by external agencies.
2. the due date for payment of membership fees for 1994 shall be 1st May, 1994, but that earlier payment be encouraged;
3. all Societies who remain in Affiliation to the Society shall pay affiliation fees for 1994 on the same basis and at the same rate as membership fees;
4. if there are exceptional circumstances which unavoidably prevent any Member or Affiliate Society from paying the full amount of fees due on or prior to 1st May, 1994 a full account of the circumstances shall be submitted to the Society by 30th April, 1994 for consideration by the Finance & Central Services Committee/National Executive Committee.

Mr J R Venning, National Treasurer, speaking in support of the Resolution, began by thanking Mr D E Lewis (past National Treasurer) and Mr G Turner (Head of Finance) for the summary of Operating Expenditure and Income Budget 1992/93 and Forecasts for 1993/94 and 1994/95 as given in the Final Notice of Meetings. He was aware of a variety of opinions on the method of levying fees and the amount payable. It was important to ensure that Member Societies received value for money and were well served through good communications with relevant information and services. More detailed financial information had been supplied to meet the request made at last years annual general meeting. The prudent provision of funding for the employment of Regional Secretaries had been included so that the financial consequences of any decision made in this regard could be properly evaluated. The Resolution proposed fees on the same basis and at the same rate as for 1993. A Working Party had been established to consider these matters for future years and he would welcome individual points of view.

In discussion it was noted that legacies addressed to the national Society would remain the responsibility of the Society. The formation of the Development Trust would not alter this legally correct situation. On behalf of Members in the South West Region who had proposed the provision of fuller financial information last year, Mr A Buckingham, the Regional Chairman, thanked the national Treasurer for the written presentation which had achieved what was required.

The National Chairman invited the Meeting to vote on the Resolution.

The Meeting, by a show of voting entitlement card approved the Resolution as set out above by a substantial majority.

10. BUDGETARY PROVISION FOR REGIONAL SECRETARIES

The National Chairman obtained the agreement of the Meeting to the presentation of the Resolution followed immediately by the presentation of the Amendment, prior to a full debate and voting.

A. In accordance with Articles 22 and 28 the following Resolution was proposed as an Ordinary Resolution:

By the seven Members named:

That it should be for each Region to consider if it wishes to appoint a paid Regional Secretary (full or part time) and that any Region deciding to so do should meet the cost from local funding not associated with central finance. The Forecast Budget in respect of "Provision for Regional Secretaries Salaries" viz 1993/94 (£50,000) and 1994/95 (£100,000) should be deleted.

The Abbeyfield Bridgend Society Ltd, the Abbeyfield Cardiff Society Ltd, the Abbeyfield Llynfi Valley Society Ltd, the Abbeyfield Mountain Ash Society Ltd, the Abbeyfield Penarth Society Ltd, the Abbeyfield Porthcawl Society Ltd, and the Abbeyfield Rhondda Society Ltd.

B. In accordance with Standing Order 4.1 the following amendment was proposed to the above Resolution:

By the National Executive Committee:

That all words after "... (full or part time)" be deleted.

Mr R J Phelps, Mountain Ash Society, spoke in favour of the Resolution. The proposers of this Resolution considered that there should be flexibility and variety in regional organisations, and that this should also apply to the appointment of Regional Secretaries. The proposed amendment to the Scheme of Organisation on the role of Regional Councils provided for increased devolvement and development of their responsibilities and was supported. It should be for each Region to determine the terms upon which it appointed its Regional Secretary. The proposal to meet the costs of paid Regional Secretaries through the central budget would not provide an equity of payment, by way of Membership fees, dependent upon individual regional agreements with their Secretaries. Member Societies within each Region should be responsible for meeting the costs of their Secretary, even though Member Societies in South Wales stood to lose most by this arrangement. It was appreciated that the larger Regions may need to remunerate their Regional Secretary but this should not be at the expense of the Member Societies in the smaller Regions.

Mr J R Venning, National Treasurer, spoke in favour of the Amendment. At this point no firm decision had been made on the employment of Regional Secretaries, nor the appropriate level of remuneration considered. The projections in the forecast were indicative of the estimated costs should it be decided to proceed in that way. It was fully recognised that Regions differed significantly in many factors, such as number of Societies and geographical distribution. The range of services used by individual Societies also varied greatly. The National Executive Committee was considering this matter within the context of a review of the methods of funding Regional activities generally.

There then followed a debate in the course of which the following different points of view were noted:

- i. Regional Secretaries should be responsible to their Regional Council, but there were problems associated with the fact that Regions were not legally independent of the national Society;
- ii. if Regional Secretaries were paid there would need to be an increase in the amount of membership fees payable;
- iii. in order to strengthen the role of the Regions a greater degree of professionalism in services and support would be essential which would mainly come from Regional Secretaries;
- iv. the widest spread of views from all parts of the movement on this matter were required before it could be properly determined;
- v. concern was expressed for the impact of likely costs upon Member Societies;
- vi. all Regional Secretaries were currently entitled to receive a small payment which was taxable in accordance with Inland Revenue requirements. These costs were already borne centrally as part of the Regional Services Operating Costs;
- vii. with the increasing demands placed upon them and the higher degree of expertise required of them, it was right that Regional Secretaries should be properly paid;
- viii. an increasing number of Member Societies now employed an Administrator or some other form of paid assistance;

- ix. it was increasingly difficult to find people willing to be Regional Secretaries on a purely honorary basis;
- x. it was no longer possible for the Society to retain its adherence to a wholly voluntary work force; the responsibilities of its position as a charity of high repute demanded a greater degree of professional support;
- xi. if Regional Secretaries were to be employed, and more responsibilities devolved to Regions, consideration should be given to central staffing levels.

Mr R J Phelps responded to the debate by confirming that the Resolution was not concerned in any way with the need for greater professionalism amongst Regional Secretaries. The concern was for the need to consider the method of funding this provision based on a clear understanding of the needs of each Region. It was not prudent to budget for the cost before determining the need.

The National Chairman invited the Meeting to vote on the Amendment (10B).

The Meeting, by a show of voting entitlement cards, approved Amendment 10B as set out above by a significant majority.

The National Chairman declared the Amendment carried. No vote was therefore required in respect of the Resolution 10A which was deemed lost.

11. SCHEME OF ORGANISATION

In accordance with Articles 22 and 28, the following Resolution was proposed as an Ordinary Resolution:

By the National Executive Committee:

That the Scheme of Organisation be amended as detailed on pages 12-20 in the Final Notice of Meetings in order to facilitate the adoption of the recommendations in the report 'Future Regional and National Support Arrangements', and other changes in the national Society's operating procedures.

The proposed amendments to the Scheme of Organisation had been the result of much consultation and debate and were recommended for approval.

The Meeting, by a show of voting entitlement cards, unanimously approved the Resolution as set out above.

(The revised Scheme of Organisation (Manual of Information, Vol 1. S 12.2) is published May 1993).

- 12. The Duke of Atholl, Vice President, formally closed the Annual General Meeting at 12.27 pm.

SCAN UPON DEMAND

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to the poor quality of the fiche,
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