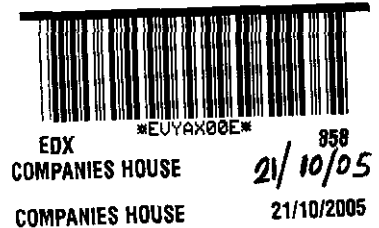


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The Companies Act, 1948



COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Memorandum of Association
OF
**THE ABBEYFIELD OXTON AND PRENTON SOCIETY
LIMITED**

1. The name of the Company (hereinafter called "the Society")
is "THE ABBEYFIELD OXTON AND PRENTON 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
charitable purposes beneficial to the community. And as ancillary to the
foregoing objects: -
 - (A) To establish, manage, improve, and construct in Birkenhead
and elsewhere, houses, homes, hostels, clubs and holiday camps for
lonely neglected, old or handicapped people and provide them there
and in their own homes with the care, security and Christian love to
which they are entitled.
 - (B) To encourage and enable individuals and the community at large to
realise, live up to and bear their Christian and citizen responsibilities
to those who are lonely, neglected, old or handicapped.

- (C) To promote and further education by providing in Birkenhead 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.
- (D) 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.
- (E) To provide training and experience for persons interested in social work.
- (F) 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.
- (G) 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.
- (H) 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.
- (I) To undertake and execute any trusts which may lawfully be undertaken by the Society and are directly or indirectly ancillary to its objects.

- (J) 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.
- (K) To draw, make, accept, indorse, discount, execute and issue promissory notes bills, cheques and other instruments and to operate bank accounts.
- (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.

Excepting the payment of any premium in respect of any indemnity insurance to cover the liability of the Committee members which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society; Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Committee members knew, or must be assumed to have known, was not in the best interests of the Society, or which the Committee members did not care whether it was in the best interests of the Society or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Committee members.

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 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.