

Company Number: 926812

THE ABBEYFIELD OXTON & PRENTON SOCIETY LIMITED

Special Resolution passed at the Extraordinary General Meeting of the Society held on Monday 1st August 2005 at 9.30am at 2 Gerald Road, Oxtan, Wirral.

SPECIAL RESOLUTION


That the following wording be inserted into the Society's Memorandum of Association immediately after numbered paragraph 4 which begins "The income and property of the Society etc." but before the line "Provided that nothing herein shall prevent-":

"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 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."

We the undersigned confirm that the above resolution was passed unanimously at an Extraordinary General Meeting of our Society on 1st August 2005.


.....
J. Nicholls, Chairman and Director

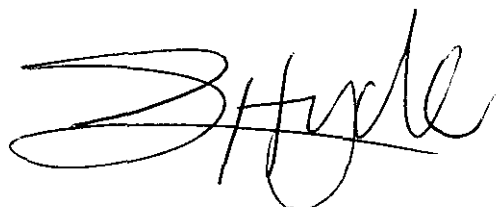
Dated.....3-08-05.....


.....
W. Nicholls, Treasurer and Director

Dated.....3.08.05.....


.....
A. Davies, Secretary and Director

Dated.....03/08/05.....





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COMPANIES HOUSE
COMPANIES HOUSE

857
21/10/05
21/10/2005



In the matter of the Housing Act 1996

In the matter of **THE ABBEYFIELD OXTON AND PRENTON SOCIETY LIMITED** a Company registered under the Companies Act 1985, whose registered office is at **377 Hoylake Road Moreton Wirral CH46 0RW**

WHEREAS **THE ABBEYFIELD OXTON AND PRENTON SOCIETY LIMITED** (hereinafter called "the Landlord") is a registered social landlord within the meaning of Part 1 of the Housing Act 1996

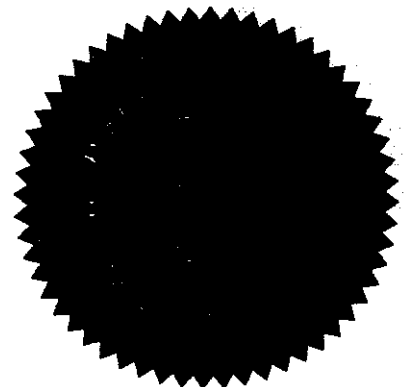
NOW THE HOUSING CORPORATION BY THIS ORDER pursuant to its powers under paragraph 11(3) of Schedule 1 to the Housing Act 1996 HEREBY CONSENTS to an amendment to the Memorandum and Articles of the Landlord

BY ORDER OF THE HOUSING CORPORATION in witness whereof the COMMON SEAL was hereto affixed this *29th* day of *September* 2005

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

Authorised Signatory

Seal No. 8188



COPY OF CHARITY COMMISSION CONSENT

Mrs Jo Klug
Abbeyfield House
53 Victoria Street
St Albans
Herts
AL1 3UW

Harmsworth House
13-15 Bouverie Street
London EC4Y 8DP

Direct Line: 020 7674 2325
Fax: 020 7674 2301
General Enquiries: 0870 3330123 (Voice)
0870 3330125 (Minicom)

Email: MIendor@charitycommission.gsi.gov.uk

Your Ref:

Our Ref: ML/286240/RED(Ldn)

Date: 16 July 2003

Dear Mrs Klug

The Abbeyfield Society (200719)

Thank you for sending the list of all local Abbeyfield societies which are registered as charities.

I can confirm that the Commission would be willing to authorise The Abbeyfield Society ("the Society") to purchase trustee indemnity insurance to cover the trustees of the Society and the trustees of local Abbeyfield societies registered with the Commission.

As you know, the provision of trustee indemnity insurance is a trustee benefit as it provides a fund from which a trustee can discharge certain obligations which fall on them personally as a consequence of acting as a trustee. The Society and the local societies are companies and so they will need both:

- an appropriately worded power to provide the insurance (which may include the power "to do all such other lawful things as are incidental or conducive to the attainment of its objects"); and
- where there is a provision in the charity's memorandum of association precluding any trustee from receiving a personal benefit from the charity, an addition to the range of exceptions to this clause.

Clause 3(q) of the Society's memorandum and articles of association contains a power "to do all such other things as shall further the attainment of the objects of the Society or any of them". This provides the necessary power to purchase trustee indemnity insurance. It is likely that local societies have a similar power. If they do not have such a power they will need to amend their memorandum of association to provide a power.

The wording for the model power is:-

1. "To provide indemnity insurance to cover the liability of the directors:

(a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the company;

(b) to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986.

2. Any such insurance in the case of 1(a) shall not extend to:

(a) any liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or which the directors did not care whether it was in the best interests of the company or not;

(b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors;

(c) any liability to pay a fine.

3. Any insurance in the case of (1)(b) shall not extend to any liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation."

The trustees will continue to have a personal responsibility for the actual exercise of the power. In doing so they should take account of the information outlined in the enclosed information sheet CHY-1279C, in particular points 3, 4, and 5.

Clause 4 of the Society's memorandum precludes trustee benefit except in certain circumstances and it is likely that local societies have a similar provision. Amendments will need to be made to the memoranda of the Society and each of the local societies to extend the list of exceptions to permit the trustees to benefit.

The model wording for the exception is:-

"The payment of any premium in respect of any indemnity insurance to cover the liability of the directors 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 company: Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or which the directors did not care whether it was in the best interests of the company 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 directors".

A company has a statutory power to amend its memorandum and articles of association in accordance with the Companies Acts, but in the case of a charitable company, this power is restricted by section 64 of the Charities Act 1993. Section 64(2) has the effect of requiring a charitable company to obtain the Commissioners' prior consent before using its power of amendment to provide a power to purchase trustee indemnity insurance and to confer a benefit on the trustees.

This letter may be taken as the Commission's prior written consent to the amendments to the memoranda and articles of association of the Society and the local societies in the schedule attached to this letter which are registered as charities to include a power to purchase trustee indemnity insurance where necessary, and to the amendments to permit the trustees of the Society and the local societies to benefit from the purchase of trustee indemnity insurance.

When the memoranda and articles of association are amended please ensure that the relevant office (London, Liverpool or Taunton) for each society is sent certified copies of:

- (a) the resolution by which the memorandum and articles of association were amended;
- (b) the minutes of the meeting at which the decision was taken to amend the memorandum and articles of association; and
- (c) the revised memorandum and articles of association.

'Certified' means endorsed by a trustee (who attended the meeting at which the resolution was passed) with the words "I certify that this is a true copy" and signed and dated by him or her.

I enclose for you information a list of the distribution of work between the three offices.

If you have any queries you wish to raise please contact Mr Lendor who remains responsible for this case.

Yours sincerely

Paul Clapp
Regulation and Enablement Division