

A PRIVATE COMPANY LIMITED BY SHARES

THE ABBEYFIELD OXFORD SOCIETY LIMITED

AT AN EXTRAORDINARY MEETING of the Members of the Company duly convened and held at

On the 22nd day of April 2008 the following Resolution was adopted as a Special Resolution

SPECIAL RESOLUTION

That the Memorandum of Association of the Company by the deletion of the last sentence of Clause 8.

AND FURTHER that the Articles of Association of the Company be amended by:

- the deletion of the sentence 'Together with a copy of the Auditor's Report' of Article 73;
- the total deletion of Article 74;
- and the subsequent renumbering of Articles 75 to 79 as Articles 74 to 78 respectively.

Christine B Martin; Director
25th September 2008

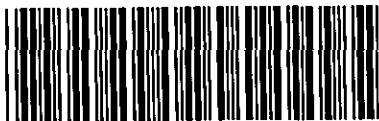
Dated this 22nd April 2008

James D. Wade
Chairman.

M P Chen; Director
19th September 2008

Dated the *26th September 2008*
Joan v. S. Chair, Company Secretary

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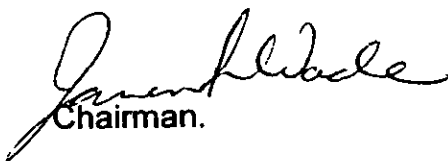
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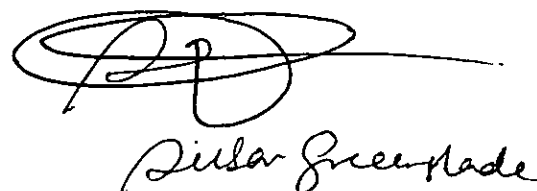
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Director
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M P Owen; Director
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Dated the 26th September 2008
been a.s. dir, Company Secretary


Paula Greenlade

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The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Memorandum of Association
OF
**THE ABBEYFIELD OXFORD SOCIETY
LIMITED**

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

Austen Greenhead

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- (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 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) 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.

Susan Greenblade

- (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.

Julia Greenstock

- (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.

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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.
 - (C) 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.
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.

Dulce Greenstock

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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.

DELETED

9. 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.
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CS2509

Susan Greenblade

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Articles of Association

OF

THE ABBEYFIELD OXFORD 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, and the number of members with which the Society proposes to be registered shall be 50.

MEMBERS AND MEMBERSHIP.

3. 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. (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 therefore decline to register any transfer of any share, whether or not it is a fully paid share.

5. (a) 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.

(b) 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 Extra-ordinary 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 OXFORD SOCIETY LIMITED"

"I/We, _____, in
of _____ being a member / members of
the County 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 OXFORD SOCIETY LIMITED"

I / We,

of

the county of

the above-named Society, hereby appoint

in

being a member/ members of

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 x in favour of the resolution.

against

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

x 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.

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 appointed in writing by the subscribers to the Memorandum of Association.

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. (a). 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.

(b). A retiring Committee Member shall be eligible for re-election.

51. 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, 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.

52. 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,

53. The Committee shall have power, at any time and from time to time, to appoint any person 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 .

54. Any Committee Member appointed to fill a casual vacancy or as an addition to the existing Committee Members shall hold office only until the inclusion of the next following Annual General Meeting, and shall be eligible for re-election, at such Meeting 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 or 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 key 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

74. 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.

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.



In the matter of the Housing Act 1996

In the matter of **THE ABBEYFIELD (OXFORD) SOCIETY LIMITED** a Company registered under the Companies Act 1985, whose registered office is at **Brian Lewis House 80 St Clements Street Oxford OX4 1AW**

WHEREAS **THE ABBEYFIELD (OXFORD) 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 *10th* day of *October* 2008

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

Aileen Greenblade

Authorised Signatory

Seal No. *C52509*

