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*Conveyance to private*



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THE COMPANIES ACT, 1929

## Special Resolution

(Pursuant to the Companies Act, 1929, Section 118)

OF

# EDGBASTON ASSEMBLY ROOMS LIMITED

REGISTERED  
6 JUL 1938

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at 11, Waterloo Street in the City of Birmingham, on the 24th day of June, 1938, the following Special Resolution was duly passed :—

### RESOLUTION.

“ That the Regulations contained in the printed document produced at this Meeting be adopted as the Regulations of the Company in substitution for and to the exclusion of the existing Regulations.”

DATED the 27th day of June, 1938.

*Chas. J. Mowbray*  
Chairman.



This is the printed document referred to in the Special Resolution passed by the Members of Edgbaston Assembly Rooms Limited at an Extraordinary Meeting of the Members of the Company held the 74<sup>th</sup> day of June 1938.

*Chas. Monk*  
CHAIRMAN.

*The Companies Act, 1862 to 1880.*

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

## Edgbaston Assembly Rooms LIMITED.

*Adopted by Special Resolution —*

1938.

1. The Regulations herein contained shall constitute the Regulations of the Company to the exclusion of all previous Regulations.

### APPLICATION OF TABLE A.

2. Subject as herein provided, the regulations contained in Table A in the First Schedule to the Companies Act, 1929, (hereinafter referred to as "Table A") shall apply to the Company.

3. Clauses 30 to 33 (inclusive), 39, 40, 47, 48, 64 to 66, 69, 70, 73 to 80, 83, and 101 of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### PRIVATE COMPANY.

4. The Company shall henceforth be a "Private Company" within the meaning of Section 26 of the Companies Act, 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly

in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

#### SHARES.

5. In Clause 2 of Table A the words " Ordinary Resolution " shall be substituted for the words " Special Resolution " where those words first occur.

#### RESTRICTION ON TRANSFER OF SHARES.

6. The Directors shall have an absolute power to refuse to register any transfer of shares without assigning any reason therefor and Clause 19 of Table A shall be modified accordingly.

#### GENERAL MEETINGS.

7. A General Meeting shall be held once in every year, at such time and place as may be prescribed by the Company in General Meeting, or if no time or place is so prescribed, at such time and place as may be determined by the Directors.

8. The above mentioned General Meetings shall be called " Ordinary Meetings," and all other meetings of the Company shall be called " Extraordinary Meetings."

9. The quorum for a General Meeting shall be two members personally present and Clause 45 of Table A shall be modified accordingly.

10. The Temple Association (hereinafter defined) may from time to time deposit with the Company a list containing the full names and addresses of the person or persons who is or are for the time being its duly appointed representative or representatives. Such duly appointed representative or representatives shall be entitled at any time and at all times to exercise the same powers on behalf of the Temple Association as such Association could exercise if it were an individual Member of the Company. If more than one such representative shall be present at any meeting, the vote of the one whose name stands first in the deposited list shall be taken. The deposited list may be withdrawn, added to or varied by the Temple Association in writing at any time.

11. The Chairman of the Directors shall be entitled to take the chair at every General Meeting, or if there be no Chairman, or if at any Meeting he shall not be present within 15 minutes after the time appointed for holding such meeting, the Members personally present shall choose another Director as Chairman; and if no Director be present, or if all the Directors present decline to take the chair, then the Meeting shall choose one of the Members to be Chairman.

#### DIRECTORS.

12. If and while not less than 90 per centum of the issued shares of the Company shall be registered in the name of the Warwickshire Masonic Peace Memorial Temple Limited (hereinafter called "the Temple Association") the following provisions shall have effect:—

- (1) The number of the Directors of the Company and their remuneration shall be determined in writing by the Temple Association.
- (2) The Temple Association shall have the sole right of appointing the Directors of the Company.
- (3) Any Director of the Company for the time being may be removed from office by the Temple Association.
- (4) Every determination of the number of Directors and every appointment or removal of a Director under this Clause shall be in writing and served on the Company and it shall be the duty of the Company to record the same in its Minute Book. Notice of removal shall also be served on the Director concerned.
- (5) Every such writing as aforesaid shall be signed on behalf of the Temple Association by one of the following, namely, the Provincial Grand Master, the Deputy Provincial Grand Master, or the Assistant Provincial Grand Master for the time being of the Masonic Province of Warwickshire or the Chairman for the time being of the Committee of the Temple Association and in every case countersigned by the Secretary for the time being of the Temple Association.
- (6) A Director appointed as aforesaid shall not require any qualification.

13. Clause 72 of Table A shall not (save as provided by Statute) apply to a Director appointed under the provisions of Article 12.

14. Until otherwise fixed by the Directors the quorum for a Meeting of Directors shall be two and Clause 82 of Table A shall be varied accordingly.

15. The continuing Directors may act notwithstanding any vacancy in their body.

## POWERS OF DIRECTORS.

16. A Director (hereinafter referred to as "the absent Director") who is unable to attend any meeting of Directors or of a Committee may by writing under his hand appoint any person whether another Director or not to be his alternate or substitute Director at such meeting and any adjournment thereof and to vote thereat for and on behalf of the absent Director and every vote so given shall be reckoned and take effect in all respects as if it had been given by the absent Director had he been present in person at such meeting, and the vote separate from and additional to that given by the Director (if any) so appointed in his capacity of Director in his own right.

17. A Committee appointed by the Directors may consist wholly or partly of persons who are neither Directors nor members of the Company, and Clause 85 of Table A shall be varied accordingly.

18. Without prejudice to or limitation of any other powers conferred by these Articles, or by law upon the Directors, the Board of Directors may at any time and from time to time exercise the powers of the Company :—

- (a) To purchase, hire, take on lease, or otherwise acquire, develop, and turn to account, any real and/or personal property wherever situated, on such terms and conditions as the Board may think fit.
- (b) To establish, maintain, and conduct, or assist in establishing, maintaining, and conducting Clubs, Club Rooms, Club Houses, Refreshment Rooms, Apartments, Bedrooms, Lavatories, Workshops, Garages and other conveniences in connection therewith for the accommodation of Members of the Temple Association and their friends, and generally afford to those Members and their friends all the usual privileges, advantages, conveniences, and accommodation of a residential or non-residential Club.
- (c) To acquire, establish, and conduct any business for the purpose of the sale of exciseable liquors and to apply for and exercise any licence or other authority or permit in that behalf.
- (d) To lease, let or hire all or any real and/or personal property of the Company to any Masonic body or organization, or to any Member or Members of the Temple Association upon such terms and conditions, whether gratuitous or for such payment or consideration as the Board may think fit.
- (e) To use or permit to be used, all or any real and/or personal

property of the Company for the purposes of Masonic Meetings or any other Meeting for the purposes of Freemasonry, or any other purposes allied or connected therewith.

- (f) To determine that the whole or any part of the real and/or personal property of the Company shall be used exclusively for the purposes set out in paragraphs (b), (c) and (d) of this present Clause, and carry out any entire or partial rebuilding or any alterations for the purpose of giving effect to such determination.
- (g) To borrow money.

19. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

#### ACCOUNTS.

20. A copy of the annual balance sheet shall for three days previously to the meeting at which the same is to be presented be open to the inspection of members at the offices of the Company, but shall not be issued to the members save as provided by Statute.

#### WINDING UP.

21. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act, 1929.

#### INDEMNITY.

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act, 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company 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.