

No 1263446

THE COMPANIES ACTS 1948 to 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

HELP THE AGED

(Incorporating all changes up to and including 9th March 2009)

WEDNESDAY



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COMPANIES HOUSE

Company Number 1263446

THE COMPANIES ACTS 1948 to 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

HELP THE AGED

1. ¹The name of the Company is "HELP THE AGED".
2. The registered office of the Company will be situate in England.
3. The Objects of the Charity are to promote the following purposes for the benefit of the public and/or older people:
 - 3.1 preventing or relieving the poverty of older people;
 - 3.2 advancing education;
 - 3.3 preventing or relieving sickness, disease or suffering in older people (whether emotional, mental or physical);
 - 3.4 promoting equality and diversity;
 - 3.5 promoting the human rights of older people in accordance with the Universal Declaration of Human Rights;
 - 3.6 assisting older people in need by reason of ill-health, disability, financial hardship, social exclusion or other disadvantage; and
 - 3.7 such other charitable purposes for the benefit of older people as the Trustees may from time to time decide

the outcome of this being the promotion of the well-being of older people.

4. In furtherance of the above objects, but not otherwise the Company shall have the following powers:-

¹ On the 26th November 1976 the Company subject to the issue of a Licence pursuant to Section 19(1) of the Companies Act 1948 by Special Resolution changed its name to "Help the Aged": The relative Certificate of Incorporation on Change of Name was issued on the 12th January 1977.

- 4.1.1 To write, print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, newspapers, broadcasting, films, pamphlets, leaflets, other documents and all other media of information.
- 4.1.2 To take all such steps as may from time to time be reasonably necessary for the purpose of promoting the objects of the Company or procuring contributions by way of donations, subscriptions, devises, bequests or in any other manner to the funds of the Company.
- 4.1.3 To establish and acquire and hold shares in commercial trading or investment companies with a view to their realising profits for use in connection with the Company's objects.
- 4.1.4 To undertake and execute any charitable trusts which may be lawfully undertaken by the Company.
- 4.1.5 To raise funds and receive contributions from any person or persons whatsoever by way of subscriptions donations and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its primary purpose.
- 4.1.6 To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose, calculated to promote the Company's objects or any of them.
- 4.1.7 To establish, make provision for or assist in making provision for professorships, readerships, scholarships, exhibitions, bursaries, prizes, salaries and grants for persons or charitable institutions engaged in teaching or research relating to the objects of the Company of such amounts and upon such terms and conditions as the Company shall think fit.
- 4.1.8 To arrange hold and provide for or join in arranging, holding and providing for lectures, exhibitions, meetings, classes, conferences and other things reasonably necessary for the advancement of the objects of the Company.
- 4.1.9 To enter into and carry into effect agreements or arrangements with associations, institutions, companies or individuals which are reasonably necessary for the attainment or furtherance of the Company's objects or any of them.
- 4.1.10 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any estate or interest whatsoever and any rights privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company.
- 4.1.11 To sell, manage, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property of the Company with a view to the promotion of its objects or any of them
- 4.1.12 To borrow and raise money in such manner as may be considered necessary and to issue debentures, debenture stock and other securities, and for the purpose of

securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company subject nevertheless to such consents (if any) as may from time to time be imposed or required by law and subject also as hereinafter provided.

4.1.13 To invest and deal with any moneys of the Company not immediately required for use in connection with any of its objects in the purchase of or at interest upon the security of, such stocks, funds, shares, securities, units in a unit trust or other investments or property movable or immovable or of whatsoever nature, and situated anywhere in the world, and whether involving liability or not, and whether in possession or reversion.

4.1.14 To procure the registration or incorporation of the Company in or under the laws of any place outside England and to procure any Act of Parliament, provisional order, enactment, decree or other legislative or executive act of any government, state colony, province, dominion, sovereign or authority supreme, municipal, local or otherwise for the purpose of enabling the Company to carry any of its objects into effect Provided that none of the actions referred to in this paragraph shall have as its effect that control of the Company shall pass outside the United Kingdom.

4.1.15 To pay all expenses of and incidental to the incorporation and establishment of the Company.

4.1.16 To pay out of the funds of the Company the cost of any premium in respect of insurance or indemnities:

4.1.16.1 to cover the liability of the Trustees (or any of them) which by virtue any rule of law would otherwise attach to them in respect of any negligence default breach of duty or breach of trust of which they may be guilty in relation to the Company; and

4.1.16.2 to cover the liability of the Company in respect of any negligent default of any of its employees from time to time

Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew or ought reasonably to have known was a breach of trust or which was committed by those persons or person in reckless disregard as to whether it was a breach of trust or not.

4.1.17 To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research in such manner as the Company shall deem fit.

4.1.18 To amalgamate with any companies institutions societies or associations which are charitable at law and have objects mainly similar to those of the Company and which prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to same extent as such payments or distributions are prohibited in the case of the members by this Memorandum of Association.

4.1.19 To apply for or join in applying for purchase or by other means acquire and protect prolong and renew whether in the United Kingdom or elsewhere any copyrights trademarks patents patent rights brevets d'invention licences registered designs protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account or to grant licences or privileges in respect of the same whether subject to a royalty or not and whether exclusive or non-exclusive or subject to such other limitation as the Company may deem appropriate.

4.1.20 To do all such other lawful things as shall further the foregoing objects or any of them.

PROVIDED THAT:

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

5. The income and property of the Company shall be applied solely towards the promotion of its objects 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 members of the Company and no member of its Board of Trustees shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

5.1 of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Trustees) for any services rendered to the Company;

5.2 of interest on money lent by any member of the Company or of its Board of Trustees at a rate per annum not exceeding the lesser of:

5.2.1 National Westminster Bank Plc base rate from time to time; and

5.2.2 10 per cent;

5.3 of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Trustees;

5.4 to any member of its Board of Trustees of out-of-pocket expenses;

5.5 to a company of which a member of the Company or of its Board of Trustees may be a member holding beneficially not more than one hundredth part of the capital of such company;

5.6 all reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 3.2.16;

- 5.7 in respect of any expenditure deemed necessary by the Trustees in connection with the pursuit of the Company's objectives; and
- 5.8 of reasonable and proper remuneration to no more than two trustees appointed as directors of a trading subsidiary of the Company;
- 5.9 of reasonable and proper remuneration to other trustees having first obtained consent in writing from the Charity Commission;
- 5.10 to any trustee who possesses specialist skills or knowledge required by the Company for its proper administration, or reasonable charges for that work of that nature done by him or her or by his or her firm, when instructed by the Company to act on its behalf. Provided that:-
- 5.10.1 at no time shall a majority of the trustees benefit under this provision; and
- 5.10.2 a trustee shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his or her firm is being discussed.²
6. The liability of the Members is limited.
7. Every Ordinary Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is an Ordinary Member or within one year after he ceases to be an Ordinary Member for payment of the debts and liabilities of the Company contracted before he ceased to be an Ordinary Member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
8. If upon the winding up or dissolution of the Company there shall remain, 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 Company but shall be given or transferred in such manner as will ensure the same being used for the purposes of any other company or body incorporate or unincorporate having solely charitable objects similar to those of the Company 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 Company by virtue of Clause 4 hereof.
9. Accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations contained in the Company's Articles of Association for the time being in force, such accounts

² Clause 4.8 was inserted pursuant to a written resolution of the members dated 4 April 2002.

shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained, by one or more properly qualified Auditor or Auditors.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

L.O. SWAIN	388 Woodstock Road, Oxford	Company Director
GEORGE DAVIS	1, Old Posting House, 62 Bath Road, Speen, Newbury	Company Director
N.F. MAYNARD	57 Southway, London NW11	Company Director
P.V. MAYNARD	57 Southway, London NW11	Company Director
AMBROSE APPELBE	7 New Square, Lincolns Inn, London WC2A 3RA	Solicitor
FRANK BAKER	Little Orchard, Withyham Road, Groombridge, Tunbridge Wells, Kent	Manager
HUGH FAULKENER	54 Courtenay Gardens, Upminster, Essex	Company Director
CHARLES NORMAN	18 Winding Wood Drive, Camberley, Surrey	Company Director
MAYBRAY-KING	37 Manor Farm Road, Southampton	Peer of the Realm