

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

LUTON FRIENDSHIP HOMECARERS

GENERAL

1. In these Articles the words standing in first column of the Table next hereinafter contained shall bear the meaning set to them respectively in the second column thereof if not inconsistent with the subject or context:

WORDS

The Act

The Seal

The Secretary

The United Kingdom

Month

In writing

MEANINGS

The Companies Act 1985

The common seal of the Company

Any person appointed to perform the duties of the Secretary of the Company

Great Britain and Northern Ireland

Calendar Month

Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a Visible Form.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall if not inconsistent with the subject or context bear the same meanings in these Articles.

2. The minimum number of members of the company is 3 and the maximum is 400 but the Board of Trustees may from time to time register an increase of members.
3. The provisions of Section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The subscribers to the Memorandum of Association shall be members of the Company otherwise the members of the Company shall consist of:
 - (a) Every member of the board of the Luton Seventh-day Adventist Church for so long as he shall continue to occupy such position.
 - (b) Every member of the Executive Committee of the South England Conference of Seventh-day Adventists for so long as he shall continue to occupy such position.
 - (c) Every member of the Board of Trustees of the Company who shall not otherwise qualify for membership.
 - (d) The President of the British Union Conference of Seventh-day Adventists for so long as he shall continue to occupy such position.
 - (e) The pastor of the Luton Seventh-day Adventist Church as appointed by the South England Conference of Seventh-day Adventists for so long as he shall occupy such position.

Subject to his subscribing to a copy of these Articles and the Memorandum of Association.

5. The rights and privileges of a member shall be personal to himself and not be transferable by his own act or operation of law and every member shall cease to be a member on the happening of any of the events following namely:
 - (a) If being an individual he shall die or become of unsound mind or if being a Company or other statutory body a resolution be passed on order made for its winding up or dissolution.
 - (b) If he serves upon the Company one month's notice in writing of his intention to resign his membership in which event he shall cease to be a member at the expiration of one month from the date of service of such notice upon the Company.
 - (c) If his membership be terminated in accordance with the following sub-clause of this Article.
 - (d) The Board of Trustees shall have power by resolution duly passed and entered in their Minute Book to determine the membership of any person who shall cease to be qualified to continue as a member of this Company.

GENERAL MEETINGS

6. The Company 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 Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation nor in the following year. The Annual General Meeting shall be held at such a time and place as the Board of Trustees shall appoint.

7. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
8. The Board of Trustees may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 368 of the Act.
9. 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 Company 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 the 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 Company in general meeting, to such persons as are under the Articles of the Company, entitled to receive such notices from the Company: Provided that a meeting of the Company, 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 having a right to attend and vote there at, and
 - (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote there at, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
10. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting nor any resolution passed there at.

PROCEEDINGS AT GENERAL MEETINGS

11. 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 reports of the Board of Trustees and Auditors, the election of Trustees in accordance with Article 34 and the appointment of, and the fixing of the remuneration of, the Auditors.
12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, one tenth of the members present in person or by proxy shall be a quorum.
13. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on 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 at such other place as the Board of Trustees may determine

and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

14. The Pastor of the Luton Seventh-day Adventist Church shall preside as Chairman at every general meeting of the Company, or if there is no such 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 Trustees present shall elect one of their number to be Chairman of the meeting.
15. If at any meeting no Trustee is willing to act as Chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be the Chairman of the meeting.
16. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of adjournment or of the business to be transacted at an adjourned meeting.
17. 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 upon 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 (c) by any member or members present in person, 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 of the meeting that a resolution has on show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such a manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. A poll demanded on the election of the Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such a 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.
20. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
21. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

22. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice 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 Company duly convened and held,

VOTES OF MEMBERS

23. Subject as hereinafter provided every member shall have one vote.

24. No member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership shall be entitled to vote on any question.

25. Votes may be given personally whether on a show of hands or on a poll.

26. 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, curator bonis or other person in the nature of committee, receiver or curator bonis appointed by that court.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

27. Any corporation which is a member of the Company may by resolution of its Board of other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company 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 Company.

TRUSTEES

28.

(a) The business of the Company shall be managed by the Board of Trustees who may pay all such expenses of and preliminary and incidental to the promotion, formation, registration and establishment of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in the general meeting subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Company and to such regulations being not inconsistent with the aforesaid regulations or provision as may be prescribed by the Company in general meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

(b) The Trustees may exercise all the powers of the Company, 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 Company.

The Board of Trustees, or other sub-committee may at its absolute discretion invite Representatives of the Church Board of the Luton Seventh-day Adventist Church and/or members of the Luton Seventh-day Adventist Church to attend any meeting of the Board of Trustees, or sub-committee and may ask and give consideration to the opinions of such representatives,

30. Unless and until otherwise determined by the Company in General meeting, the number of the Trustees shall be not less than three nor more than ten. The first Trustees shall be the persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the Act. Thereafter the Trustees shall be:

The Pastor of the Luton Seventh-day Adventist Church who shall act as Chairman

The Treasurer of the Luton Seventh-day Adventist Church.

The Chief Executive of the Company, provided that the Trustees agree that it is reasonable and necessary in the interests of the Company for him to be a Trustee of the Company,

Two persons nominated by the Executive Committee of the South England Conference of Seventh-day Adventists,

Three persons nominated and elected by the members of the Company.

Subject to article 33 the period of office of such nominated Trustees shall be 3 years unless otherwise stated in the nomination.

No person may be appointed or continue to hold his position as a Trustee of the Company unless he is a member, or he becomes a member within one month of his appointment.

31. The Chief Executive may not be present at any meeting of the Board of Trustees or counted in the quorum therefore, at which the terms of his remuneration are to be determined.
32. The Administrative Committee of the South England Conference of Seventh-day Adventists shall have power at any time, and from time to time, to appoint any person to be a Trustee either to fill a casual vacancy arising among the nominated Trustees or as an addition to the existing Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles, any Trustee so appointed shall hold office only until and shall retire at the next following Annual General Meeting. The Trustees for the time being of the Company may act notwithstanding any vacancy in their body provided that if at any time the Trustees be reduced in number to less than the minimum number prescribed herein, they may act for the purpose of admitting persons to membership of the Company, filling up vacancies in their body and summoning a general meeting but not otherwise.
33. The Company may from time to time by ordinary resolution increase or reduce the number of the Trustees and may by ordinary resolution of which special notice has been

given in accordance with section 379 of the Act, remove any Trustee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Trustee.

34. The Company may by ordinary resolution appoint another person in place of any Trustee removed from office under the immediately preceding Article and, without prejudice to the powers of the Board of Trustees, may appoint any person to be Trustee either to fill a casual vacancy or as an additional Trustee.

DISQUALIFICATION OF TRUSTEES

35. A Trustee shall vacate his position if that Trustee:

- (a) (with exception of the Chief Executive of the Company) without the consent of the Company in general meeting holds any 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 Trustee by virtue of any provision of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company, or
- (f) fails to become a member of the Company within one month of his appointment or ceases thereafter to be member.

Any person may be appointed or elected as a Trustee, whatever may be his age, and no Trustee shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

PROCEEDINGS OF THE TRUSTEES

36. The Trustees 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, Meetings of the Board shall be called by the Secretary on the requisition of the Chairman or Vice Chairman. It shall not be necessary to give notice of a meeting of the Board to any Trustee for the time being absent from the United Kingdom, Meetings shall be held at regular intervals with not less than two meetings annually. The Chief Executive of the Company shall not be present at any meeting at which, his appointment or the terms of his remuneration or other terms or conditions of his employment are determined.

37. The quorum necessary for the transaction of the business of the Board may be fixed by the Trustees and unless and until so fixed shall be 3.

38. The Trustees shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of Officers made by the Board;
- (b) of names of the Trustees present at each meeting of the Board and of any committee of the Trustees;
- (c) of all resolutions of and proceedings at all meetings of the Company, and of the Trustees and of committees of the Trustees and every Trustee present at any

meeting of the Trustees of committee of the Trustees shall sign his name in a book kept for that purpose.

39. The Chairman of the Board of Trustees shall be the Pastor of Luton Seventh-day Adventist Church but if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same the Board of Trustees may choose one of their number to be Chairman of the Meeting.
40. The Board may delegate any of its powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Trustees and shall, in respect of each of its meetings, deposit with the Secretary for the time being of the Company, within seventy-two hours of the conclusion of such meeting or such shorter period as shall be reasonably practicable, a copy of the Minutes of that meeting and a copy of any agenda or other document laid before the meeting,
41. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting a Chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
42. A sub-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.
43. All acts done by any meeting of the Trustees of a committee, or Committee of Trustees, or by any person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be Trustee.
44. A resolution in writing signed by all the Trustees for the time being entitled to receive notice of a meeting of the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

INDEMNITY

45. In the execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every Trustee, Secretary or other officer shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding that the engagement or employment of such an agent was strictly not necessary or by other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the Trustee, Secretary or other officer of the Company who is sought to be made liable. This clause shall only have effect in so far as it is not avoided by any provision of the Act.

SECRETARY

46. Subject to Section 10 of the Act, the Secretary shall be Chief Executive for the time being of the Company unless the Board of Trustees shall otherwise decide in which case the Secretary shall be appointed by the Trustees for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Trustees may in like manner appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no other Secretary capable of acting.
47. A provision of the Act or these Articles requiring or authorising a thing to be done by a Trustee and the Secretary shall not be satisfied by its being done by the same person acting both as Trustee and as, or in the place of the Secretary.

THE SEAL

48. The Trustees shall provide for the safe custody of the seal which shall only be used by the authority of a resolution of the Board, or of the Executive Committee or of a committee of the Trustees authorised by the Board in that behalf. The seal of the Company shall not be affixed to any instrument except in the presence of at least two Trustees and of the Secretary and the said Trustees and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence.

CHEQUES

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.

ACCOUNTS

50. The Trustees shall cause accounting records to be kept in accordance with section 221 of the Act.
51. The accounting records shall be kept at the registered office of the Company, or, subject to Section 222 of the Act at such other place or places as the Trustees think fit, and shall always be open to the inspection of the Trustees of the Company.
52. The Trustees shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Trustees, and no member (not being a Trustee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Trustees or by the Company in general meeting.
53. The Trustees shall from time to time, in accordance with Sections 227, 229, 235 and 241 of the Act, cause to be prepared and to be laid before the Company in general meeting

such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

54. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the reports of the Auditors and of the Trustees, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company: Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.
55. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 392 of the Act inclusive.

NOTICES

56. A notice may be given by the Company to any member either personally or by sending by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company 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 in the case of a notice of the meeting at the expiration of twenty-four hours after the letter would be delivered in the ordinary course of post. Notices of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (b) Every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of a meeting, and
 - (c) The Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings

DISSOLUTION

57. Clauses 6 and 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

HEADINGS

58. The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.