

**The Companies Act 1985 and The Companies Act 1989**

**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF**

**AGE CONCERN MID MERSEY TRADING LIMITED**

**Incorporated the 29<sup>th</sup> day of March 1994**

**Registered Number 2913799**

**NORTH WEST REGISTRATION SERVICES  
404 COTTON EXCHANGE BUILDINGS  
OLD HALL STREET  
LIVERPOOL  
L3 9LQ**

**0151 236 3795/6**

The Companies Acts 1986 and 2006

Private Company Limited By Shares

Memorandum of Association

Of

Age Concern Mid Mersey Trading Limited

1. The Company's name is AGE CONCERN MID MERSEY TRADING LIMITED.
2. The Company's registered office is to be situate in England and Wales.
3. The Company's objects are:
  - (A) To carry on such trades, businesses, ventures in the nature of the trade and promotions of all kinds as are in the opinion of the Directors likely to be gainful and to pay the whole or any part of the proceeds derived there from to or for the registered charity "Age Concern Mid Mersey", company number 2625647, for its general charitable purposes at such times and after making such retentions for the purpose of the Company's continued trade and development and by means of such arrangements as the Directors resolve upon provided that, should the said charity be wound up or (in the opinion of the Directors) cease actively to fulfil the purposes for which it was formed, then to pay such proceeds to such other charity for its general charitable purposes as the Directors think fit.
  - (B) To hold or to promote the holding of courses, lectures, seminars, programmes, conferences, workshops, meetings or other events.
  - (C) To publish, co-operate in or promote the publication of books, films, tapes, pamphlets, journals, news-sheets, records, broadcasts or other publications.
  - (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
  - (E) To purchase, take on lease, exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which the company may think necessary or convenient for the purposes of its business.

- (F) To apply for, purchase or otherwise acquire any designs, trade marks, patents, licences, concessions, and the like, conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which any seem capable of acquisition of which may seem calculated directly or seem capable of being used for any of the purposes of the Company and grant licences in the respect of or otherwise to turn to account any rights and information so required.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company.
- (H) To purchase or otherwise acquire all or any part of the business, property and liabilities of:
  - (i) any company carrying on any business within the objects of the company; or
  - (ii) any person or firm carrying on any business within the said objects, and to conduct and carry on, or liquidate and wind-up, any such business.
- (I) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (J) To accept payment for any property or rights sold or otherwise disposed of or dealt with or for any services rendered by the Company, either in cash, by instalments or otherwise, or in shares of the Company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or by means of a mortgage or by debenture or debenture stock of any company, or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, deal with or dispose of any consideration so received.
- (K) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks and securities of any company at such time and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- (L) To borrow or raise money upon such terms and such security as may be considered expedient and in particular by the issue or deposit of notes, debentures, or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.

- (M) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or Company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, or by both such methods; and in particular, but without secure whether by personal covenant or by any such mortgage, charge or lien or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium of any interest of any securities) of any company which is for the time being the Company's holding company (as defined by section 736 of the Companies Act 1985) or another subsidiary as defined by the said Section) of any such holding company.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities (including land of any tenure in any part of the world) and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- (O) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any person, firm or company.
- (P) To enter into any arrangement with any government or other authority, international, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges which the Company may consider conducive to the Company's objects or any of them.
- (Q) To take all necessary and proper steps in Parliament or with any government or authority, international, supreme, municipal, local or otherwise, for the purpose of carrying out, extending or varying the objects and powers of the Company, or altering its construction, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (R) To enter into partnership or any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (S) To grant pensions, allowances, gratuities and bonuses to the officers, ex-officers (including Directors and ex-Directors), employees of ex-employees of the Company or of any subsidiary, allied or associated company or of the predecessors in business of all or any of them or the families, dependants or connections of such persons, and to make payments towards insurance and to establish or support in the aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit such persons.

- (T) To subscribe or guarantee money for charitable, benevolent or political objects or for any exhibition or for useful objects of public or general nature.
- (U) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (V) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient.
- (W) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (X) To remunerate in such manner as may be thought expedient to any person, firm or company rendering services to the company or in or about its formation or promotion.
- (Y) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, scrip, warrants and other transferrable or negotiable instruments.
- (Z) To distribute among the members in specie any property of the Company or any proceeds of sale or disposition of any property of the Company, and for the purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (AA) To procure the Company to be registered in any country or place outside Great Britain.
- (BB) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise.
- (CC) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (DD) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

It is hereby declared that where the context so admits the word 'Company' in this clause shall be deemed to include any partnerships or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985 and that the objects specified in each of the sub-clauses of this clause shall be regarded as

independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4. The income and property of the Company shall be applied solely towards the promotion of its objects set forth in clause 3 hereof and no proportion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any Member or Director of the Company (except the Charity or any other registered Charity having objects similar to those of the Charity) and no Member of the Company or Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company PROVIDED that nothing herein shall prevent any payment in good faith by the Company.
  - (a) of reasonable and proper remuneration to any Member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
  - (b) of interest on money lent by any Member of the Company or by the Directors at a rate per annum not exceeding 2% less than the base rate of a clearing bank to be selected by the Directors or 3% whichever is the greater;
  - (c) of reasonable and proper rent for premises demised or let to the Company by any Member of the Company;
  - (d) of fees, remuneration or other benefit in money or monies worth to the Company of which a Director may be a Member holding not more than one-hundredth part of the capital of that Company;
  - (e) to any Director of reasonable out-of-pocket expenses;
  - (f) to any Member of any grant, loan or other assistance to any Member which is registered as a Charity for purpose pursuant to the furtherance of the said objects of the Company;
  - (g) of reasonable and proper remuneration to any Manager appointed by the Directors to manage the Company PROVIDED THAT such Manager shall not be a Director.
5. The liability of the Members is limited.
6. The Company's share capital is £100, divided into 100 shares of £1 each.

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Names and addresses of subscribers

Number of shares taken by  
each subscriber

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Christine Susan Unsworth  
'Thicket Ford'  
St George's Way  
Thornton Hough  
Wirral  
L63 1JJ

1

North West Registration Services (1994) Limited  
404 Cotton Exchange Building  
Old Hall Street  
Liverpool  
L3 9LQ

1

Total shares taken

2

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***DATED the Seventh day of March 1994***

***WITNESS to the above signatures***

***Name: MICHAEL GEOFFREY AVIS***

***Address: 'Thicket Ford' St George's Way,  
Thornton Hough, Wirral. L63 1JJ***

***Occupation: Company Registration Agent***

The Companies Acts 1985 and 2000

Private Company Limited By Shares

Articles of Association

Of

Age Concern Mid Mersey Trading Limited

- 1(a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be regulations of the Company.
- (b) In these articles the expression 'the Act' means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

### **ALLOTMENT OF SHARES**

- 2(a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant, options over to otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meetings shall be Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms and in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors who may allot, grant terms, and in such manner as they think fit, provided that, in the case of the shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the Members. The foregoing provisions of this paragraph shall have effect to Section 80 of the Act.
- (c) In accordance with Section 91(1) of the Act, Sections 89 (1) and 90 (1) to (6) inclusive, of the Act shall not apply to the Company.

- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act and subject to the prior written approval of the Charity to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The Authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting. The Directors may in their absolute discretion, and subject to the written prior approval of the Charity and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.
- (e) Subject to the provisions of Part V of the Companies Act 1985 the Company may:
- (i) issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder;
  - (ii) purchase its own shares (including any redeemable shares);
  - (iii) make a payment in respect of the redemption or purchase under Section 159 to 162 of the Companies Act 1985 and the relevant power (i) or (ii) above of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Sections 171 to 177 of the Companies Act 1985.

## **SHARES**

3. The lien conferred by Clause 8 in Table 8 shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one or two or more joint holders, for all monies presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words ' and all expenses that may have been incurred by the Company by reason of such non-payment'.

## **GENERAL MEETINGS AND RESOLUTIONS**

- 5(a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

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 declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors and the appointment of, and the fixing of the remuneration of, the Auditors.

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 6(a) Clause 40 in Table A shall be read and construed as if the words 'at the time when the Meeting proceeds to business' were added at the end of the first sentence.
- (b) If a quorum is not present within half an hour of the time appointed for a General Meeting the General Meeting 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 Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour of the time appointed therefore such adjourned General Meeting shall be dissolved.
- (c) Clause 41 in Table A shall not apply to the Company.
- (d) Clause 50 in Table A shall not apply to the Company.
- (e) The last sentence of Clause 58 in Table A shall not apply to the Company.

#### **APPOINTMENT OF DIRECTORS**

- 7(a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meetings of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 and 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director of the Company save on the nomination in writing by the Charity and the Directors or any of them may be removed by the Charity by notice in writing to the Secretary.
- (e) The Directors may subject to the prior written approval of the Charity, appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.
- (f) (i) The Directors may, from time to time, and subject to the prior written approval of the Charity appoint any Manager or other office or person in the employment of the Company to be a Special Director of the Company.

- (ii) The appointment of a person to be a Special Director shall not (save as otherwise agreed between him and the Company) affect the terms and condition of his employment by the Company, whether as regards duties, remuneration, pension or otherwise, and his office as a Special Director shall be vacated if he resigns his office or in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Special Director, or in the event of his being removed from office by a resolution of a majority of the Directors.
- (iii) The appointment, removal and remuneration of Special Directors shall be determined by the Directors with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of Special Directors, provided that no act shall be done that would impose any personal liability on any or all of the Special Directors except with his or their knowledge and consent.
- (iv) In calculating the number to form a quorum at any meeting of the Directors the Special Directors present shall not be counted. A Special Director shall be entitled to receive notice of and to attend at Meetings of Directors but not to vote. A Special Director shall have no power to appoint an alternate Director. A Special Director shall not be entitled to sign a resolution under Regulation 93 of Table A.
- (v) The provisions of Table A and these Articles including those regulating the Directors shall apply to Special Directors in so far as they are not inconsistent with the terms of this Article.

### **DISQUALIFICATION OF DIRECTORS**

- 8. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

### **GRATUITIES AND PENSIONS**

- 9. Clause 87 in Table A shall not apply to the Company.

### **PROCEEDINGS OF DIRECTORS**

- 10.(a) A Director may vote at any meeting of the Directors or of any committee of the Directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 98 (inclusive) in Table A shall not apply to the Company.

- (c) Clause 88 in Table A shall be read and construed as if the words “in the case of an equality of votes the chairman shall have a second or casting vote” were omitted therefrom.

### **NOTICES**

11. Clause 115 in Table A shall be read and construed as if the words “unless the contrary is proved” were omitted therefrom.

### **INDEMNITY**

12. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses and liabilities which he may sustain or incur in or about the execution and duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 144 of Section 727 of the Act in which relief is granted to him by the Court, 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 Section 310 of the Act.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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Christine Susan Unsworth  
'Thicket Ford'  
St George's Way  
Thornton Hough  
Wirral L63 1JJ

North West Registration Services (1994) Limited  
404 Cotton Exchange Building  
Old Hall Street  
Liverpool L3 9LQ

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**DATED the Seventh day of March 1994**

**WITNESS to the above signatures**

**Name:** MICHAEL GEOFFREY AVIS

**Address:** 'Thicket Ford', St George's Way,  
Thornton Hough, Wirral L63 1JJ

**Occupation:** Company Registration Agent

