

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF  
THE LYTTELTON WELL LIMITED

(As altered by Special Resolution passed on the 26<sup>th</sup> day of April 1993)

1. The name of the Company (hereinafter referred to as “the Company”) is “THE LYTTELTON WELL LIMITED’.
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established are:-
  - (i) The advancement of the Christian religion by the spreading of the Gospel of Jesus Christ
  - (ii) The relief of poverty, sickness and distress
  - (iii) The relief and rehabilitation of the mentally ill and of disabled persons
  - (iv) The relief of the aged
  - (v) The promotion of charitable work of churches in Malvern

And in furtherance of that object but not otherwise the Company shall have power:-

- (a) To operate and maintain shops, stalls, warehouses and other retail or wholesale outlets for the purpose of buying and selling Christian literature, Christian records, Christian tapes, Christian tracts, Christian posters, Christian leaflets and other Christian material. Provided That as hereinafter directed all income and property of the Company (including all profits generated from the conduct of its activities) shall be applied to the extension of the Christian religion and care through the work of the Company.
- (b) To print publish and circulate any periodicals pamphlets books or leaflets that the Company may think desirable for the promotion of its objects.
- (c) To provide a philanthropic service of care for the handicapped and otherwise disadvantaged by making facilities available upon the premises of the Company to include a drop-in centre for the lonely and

handicapped and a day centre for the elderly and handicapped and those in need.

- (d) To provide accommodation upon the premises of the Company for the Priory Church of Saint Mary and Saint Michael, Great Malvern, being offices, meeting rooms, rehearsal rooms and such other facilities as may be required for the said church.
- (e) To hire out the premises or any part thereof to Christian Churches and other organisations whether charitable or otherwise, or to individuals, for such purposes as the Company may approve and on such terms as the Company thinks fit so long as no security of tenure is conveyed upon the hirer.
- (f) To provide a centre of resources for Christian and other voluntary organisations being the making available of books, tapes and other visual aids or audio material together with equipment for the duplicating, printing, photocopying or otherwise reproducing written material for Christian and other voluntary organisations.
- (g) To acquire by purchase lease exchange gift or otherwise any land buildings and hereditaments and property of any tenure or description and whether real or personal and any estate or interest therein and any rights over or connected with the same; and to construct maintain repair pull down rebuild alter or enlarge any buildings or other erections necessary or convenient for any of the purposes of the Company and to furnish and equip the same or any of them as may be deemed requisite or desirable.
- (h) To accept any gift of property whether or not subject to any special trust for the furtherance of the object of the Company.
- (i) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the form of donations or otherwise.
- (j) To manage sell lease let mortgage or dispose of or otherwise deal with all or any part of the property of the Company.
- (k) Subject to such consents as may be required by law to borrow and raise and secure the repayment of money in such manner as the Company may think fit.
- (l) To invest any moneys of the Company not immediately required in such manner and upon such investments as the Company shall think fit.
- (m) To subscribe to any local or other charities and to subscribe to or otherwise aid any charitable institutions.
- (n) To pay all the costs charges and expenses incurred or sustained in or about the formation of the Company.
- (o) To employ and pay legal and other advisers managers secretaries accountants officers clerks and other persons or bodies whose services are necessary for the furtherance of the object of the Company.

- (p) As employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (q) To do all such other things as are necessary for the attainment of the objects of the Company aforesaid.

Provided that:-

- (i) 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.
- (ii) The objects of the Company shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Council of Management or Governing Body of the Company shall be chargeable for any such property that 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regard any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company (including all profits generated from the conduct of its activities) 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 Council of Management or Governing Body 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:

- (a) of reasonable and proper remuneration to any member officer or servant of the Company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;

- (b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England, or 3% whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or Governing Body;
- (d) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
- (e) to a company of which a Member of the Company or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the Capital of such company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up during the time that he is a member or within a year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and 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.

7. If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent not less than hereinbefore imposed such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by the Court of Chancery of Her Majesty's High Court of Justice and if and so far as effect cannot be given to the provision last aforesaid then to some other charitable object or objects.