

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF
THE KINGDOM HALL TRUST

(As altered by Resolutions passed June 6, 1994, and July 15, 2014)

- 1 The name of the Company is "The Kingdom Hall Trust "
- 2 The registered office of the Company will be situate in England
- 3 The objects for which the Company is established are —
 - (A) To publicly make known the Kingdom of Jehovah God under Christ Jesus.
 - (B) To promulgate the teachings of the Bible and instruct men and women in the Holy Scriptures and the right living in connection therewith
 - (C) To promote Christian knowledge by the dissemination of Bible truths, orally and by the printed page, and by means of the distribution of Bibles and by the use of all other lawful means which are directly or indirectly conducive to the furtherance of the above objects of the Company
 - (D) To promote any charity or charities, whether limited or not, for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which is, directly or indirectly, calculated to further either the objects of the Company, or the same objects as those of the Company

And in furtherance and for the purposes of each and any one or more of the objects set out in the foregoing subclauses (A) to (D) but not further or otherwise the Company shall have the powers set out in the following subclauses (E) to (K)

- (E) To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company or of any charity or charities as referred to in subclause (D).
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with any estate or interest in any lands, buildings, easements, rights, privileges, mortgages, debentures, options, contracts, licences or other rights, and any real or personal property of any kind necessary or convenient for the attainment of any one or more of the objects of the Company, and to erect, construct, enlarge, alter, furnish, maintain and improve buildings of all kinds.
- (G) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, and to obtain from any government or authority all rights, concessions or privileges that are conducive to the above objects or any of them



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- (H) To make donations to such persons and in such cases, and either of cash or other assets, as are directly or indirectly conducive to any of the objects of the Company, and to subscribe or guarantee money for charitable objects
- (I) To borrow or raise, or secure the payment of money for the objects of the Company in such manner as the Company shall think fit
- (J) To pay out of the funds of the Company all expenses of, or incidental to, the formation, registration and management of the Company
- (K) To do all such other things as are incidental or conducive to the attainment of the above objects.

Provided that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members, or others, any regulation, restriction or condition which as an object of the Company would make it a trade union

Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners or Board of Education 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 Directors or Managers or Trustees of the Company shall be chargeable for such property as 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 Managers or Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control of authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Directors, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Company were not incorporated. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law, having regard to such trusts

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 the members of the Company

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company, but so that no member of the Board of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such board or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company: Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Board of Management or governing body may be a member or any other company in which such member shall not hold more than one hundredth part of the capital, and such member

shall not be bound to account for any share of profits he may receive in respect of any such payment.

- 5 The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves
- 7 If, upon the winding up or dissolution of the Company, there remains any property whatsoever after the satisfaction of all its debts and liabilities, and after the repayment to the holders of the shares of the Company the amount paid up thereon, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, 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 such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object

Note on the reference in Clause 7 to share-holding The original Articles 4 to 11 dealt with matters relating to shares in the Company, but those articles were replaced by the new Articles 4 to 8 on the abolition of the shares by Special Resolution on the 1st June, 1993.

NOTE: The following is the subscription to the original Memorandum of Association

WE, the several persons whose names are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
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Albert Darger Schroeder 34 Craven Terrace London W2 Minister of the Gospel	2
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Jesse Hemery 34 Craven Terrace London W2 Minister of the Gospel	2
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Dated this 20th day of July, 1939

Witness to the above Signatures—

John Birrell Robb
34 Craven Terrace
London W2
Minister of the Gospel

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

**NEW ARTICLES OF ASSOCIATION OF
THE KINGDOM HALL TRUST**

(As adopted by Special Resolution dated June 1, 1993)

TABLE E EXCLUDED

- 1 The regulations in Table E in the Schedule to The Companies (Tables A to F) Regulations 1985 shall not apply to the Company but the following shall be the regulations of the Company

INTERPRETATION

2. In these regulations—

“The Company” means the above-named Company

“The Board” means the persons for the time being occupying the position of Directors of the Company

“In writing” means written or printed or partly written or partly printed

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons include firms and corporations

Subject as aforesaid any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

OBJECTS

- 3 The Company is established for the purposes expressed in the Memorandum of Association

MEMBERS

- 4 The Board shall have an absolute discretion as to the admission of any person to membership of the Company and shall not be bound to give any reason for their decision. Except for persons admitted as members prior to the adoption of these Articles who shall continue as members unless and until ceasing to be a member pursuant to Article 5 or 6, a person shall be admitted as a member who has signed a written consent to become a member and whose admission as a member has been approved by a resolution of the Board

- 5 A member shall *ipso facto* cease to be a member of the Company

(a) If he resigns by giving notice in writing to the Company of his intention so to do, in which case he shall cease to be a member upon receipt of the notice by the Company;
or

- (b) If at a General Meeting of the Company a resolution be passed by the votes of not less than three-fourths of those present after giving the member a proper opportunity of being heard that it is not in the interests of the Company that he continue as a member
- 6 The rights and privileges of a member shall be personal to himself and shall not be transferable by his own act or by operation of law and shall cease on his death or on his ceasing to be a member
- 7 Where any member has ceased for any reason to be a member it shall be within the power of the Board either unconditionally or on such conditions as may to them seem expedient to reinstate him as a member.
- 8 Any person ceasing to be a member shall nevertheless remain liable to pay all sums (if any) presently payable by him to the Company at the date of his ceasing to be a member

GENERAL MEETINGS

9. A General Meeting shall be held once in each year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Board shall appoint.
- 10 The business of the meeting shall be
- (a) To receive the report of the Board
 - (b) To receive and adopt the balance sheet of the Company
 - (c) To elect the Board for the ensuing year
 - (d) To elect an Auditor or Auditors and
 - (e) To transact such other business as shall be specified in the notice convening the meeting

EXTRAORDINARY GENERAL MEETING

11. The Board shall have power to convene at any time an Extraordinary General Meeting of the members of the Company and at such meeting no matters shall be taken into consideration except those specified in the notice convening the same.

PROCEEDINGS AT GENERAL MEETINGS

12. Fourteen clear days notice at the least or (in the case of an Annual General Meeting or meeting convened to pass a Special Resolution) twenty-one clear days notice at the least shall be given in manner hereinafter mentioned to such members as are under the provisions herein contained entitled to receive notices from the Company and also to the Company's Auditors. The length of the notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given
13. Three members personally present shall be a quorum for all General Meetings

“Signed the day of 19 ”

23. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used

DIRECTORS AND MANAGEMENT

24 Until otherwise determined by a General Meeting the number of members of the Board shall not be less than two nor more than five. A retiring member of the Board shall be eligible for re-election and shall act as a member of the Board throughout the meeting at which he retires

25. The members of the Board at the date of the adoption of these Articles are: Ronald Drage, Sydney David Smith, Thomas Paul Cruse, all of Watch Tower House, The Ridgeway, London NW7 1RN, Henry George Charles Spicer of 56 Holyoake Walk, London W5 1QJ.

26 The continuing members of the Board may act at any time notwithstanding any vacancy in their body provided always that in case the members of the Board shall at any time be reduced in number to less than two it shall be lawful for the remaining member of the Board to act for the purpose of filling up vacancies in the Board or summoning a General Meeting of the Company but not for any other purpose.

27. The Board shall from time to time elect a Chairman who shall preside as Chairman at all General or other Meetings of the Company and of the Board and a Vice-Chairman who shall preside as Chairman in the absence of the Chairman. If at any meeting the chairman and Vice-Chairman be not present within ten minutes after the time appointed for holding the same the members of the Board present may choose one of their number to be Chairman of such meeting

28 Two members of the Board shall form a quorum.

29 The Board of Directors shall subject to the regulations of these Articles have power to frame regulations for their own government to appoint sub-committees and to delegate to them any of the powers of the Board

30 The Board shall have power to fill up any vacancy in the Board and any member so elected shall retain office until the next General Meeting when he shall be eligible for re-election

31 The Board shall have the management and application of the funds and other property of the Company and generally the management of all the affairs and concerns of the Company

DISQUALIFICATION OF DIRECTORS

32 The office of Director shall be vacated

(a) If by notice in writing to the Company he resigns the office of a member of the Board

- (b) If he absents himself from the meetings of the members of the Board during a continuous period of six months without special leave of absence from the Board and they pass a resolution that he has by reason of such absence vacated office
- (c) If the members of an Extraordinary General Meeting pass a resolution calling upon him to resign his office

BORROWING

- 33 The Board may at any time borrow or raise for the purposes of the Company from the members of the Board or ordinary members or any other persons such sums of money and at such rates of interest as the Board may think proper and may secure the repayment of such sums by mortgage or charge upon the whole or any part of the property or assets of the Company in such manner and upon such terms and conditions and with such security as the Board shall determine

THE SEAL

- 34 The Common Seal of the Company shall unless otherwise determined by the Board not be affixed to any instrument of the Company except by the authority of a resolution and in the presence of at least two members of the Board and such members shall sign every instrument to which the seal shall be affixed in their presence and in favour of any person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

INDEMNITY

35. The members of the Board and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any affairs of the Company and every one of them and each and all of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody or for the insufficiency of or any deficiency in any security upon which any moneys of or belonging to the Company shall be placed or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own wilful neglect or default respectively.

ACCOUNTS

36. The Board shall cause true accounts to be kept:
- (a) Of the sums of money received and expended by the Company and the matter in respect of which such receipts and expenditure take place, and
 - (b) Of the assets and liabilities of the Company.

37. The books of account shall be kept at the registered office of the Company or at such other place as the Board from time to time determines and shall be always open to the inspection of the members of the Board.

38 A balance sheet shall be made out in every year and laid before the Company in General Meeting made up to a date not more than six months before such meeting

AUDIT

39 Auditors shall be appointed and their duties regulated in accordance with the Companies Acts 1985 and 1989 and/or any other statutory provisions for the time being amending or replacing same

NOTICES

40 A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or (if he has no registered address in the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him

41. 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 unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post

42 If a member has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him a notice addressed to him at the registered office of the Company shall be deemed to be duly given to him at the time at which the letter shall be delivered to the registered office of the Company.

I hereby certify this to be a true copy of the original
on the 16th day of July 2014

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Monica Saunders
Solicitor

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