

**THE COMPANIES ACT 2006**  
**SPECIAL RESOLUTION**  
- of -  
**THE KINGDOM HALL TRUST (the "Company")**  
**Company Number: 00355443**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**TO ALTER CLAUSES IN THE ARTICLES OF ASSOCIATION**

**Circulation Date:** November 14, 2018

**WHEREAS** the existing Articles of Association of the Company require amendment to:

- provide a more comprehensive power of delegation for the Board, in conjunction with the proposed merger of congregations with the Company;
- clarify the requirements for membership of the Company and of the Board;
- clarify the procedures and powers of the Board;
- extend membership of the Company to the Republic of Ireland and consequential modifications; and
- provide a general update;

**PURSUANT TO** Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution").

**SPECIAL RESOLUTION:**

**THAT** the existing Articles of Association of the company be amended and adopted in the form annexed to this Resolution.

**AGREEMENT:**

I, being an eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

**DATED:** 16/11/2018

**SIGN YOUR NAME TO AGREE TO THE RESOLUTION:**

*St Abbott* (Steven Thomas Abbott)

\_\_\_\_\_ (John William Anthony Brace)

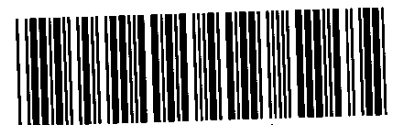
\_\_\_\_\_ (Richard John Cook)

\_\_\_\_\_ (Jonathan Cox)

\_\_\_\_\_ (Dennis Dutton)

\_\_\_\_\_ (Stephen Richard Morris)

SATURDAY



A20 \*A7JEICGR\* #164  
24/11/2018  
COMPANIES HOUSE

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(Philip North)

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(Graeme Openshaw)

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(Jonathan Rastall)

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(Donald Vaudeau)

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(Paul Wade)

**ACCOMPANYING STATEMENT PURSUANT TO s296-298 OF THE COMPANIES ACT 2006**

**IMPORTANT:**

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- ensure that the signed document is received by the Company no later than December 11, 2018.
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**Note: Once given, your agreement cannot be revoked.**

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**AGREEMENT:**

I, being an eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

**DATED:** *15 NOVEMBER 2018* .....

**SIGN YOUR NAME TO AGREE TO THE RESOLUTION:**

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 \_\_\_\_\_ (John William Anthony Brace)

\_\_\_\_\_ (Richard John Cook)

\_\_\_\_\_ (Jonathan Cox)

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**DATED:** ..... 15 / 11 / 2018 .....

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Richard Cook (Richard John Cook)

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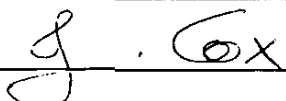
**DATED:** ..... 15/11/2018 .....

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I, being an eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

**DATED:** 21/11/18 .....


**SIGN YOUR NAME TO AGREE TO THE RESOLUTION:**

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\_\_\_\_\_ (John William Anthony Brace)

\_\_\_\_\_ (Richard John Cook)

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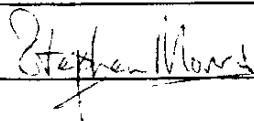
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**DATED:** ..... 20/11/18 .....

**SIGN YOUR NAME TO AGREE TO THE RESOLUTION:**

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**DATED:** .....14 November 2018.....

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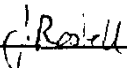
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**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE**

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

(As adopted by Special Resolution dated June 1, 1993, and altered by Resolution passed on September 30, 2014, March 22, 2016 and November 21, 2018.)

**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.

“Congregation” means a local branch of the 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. Members shall be only baptized Jehovah’s Witnesses who are serving as elders in congregations of Jehovah’s Witnesses in the United Kingdom or the Republic of Ireland. 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; or
  - c. If he dies; or
  - d. If he is no longer serving as an elder in a congregation of Jehovah's Witnesses in the United Kingdom or the Republic of Ireland.
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.

#### EXTRAORDINARY GENERAL MEETING

9. Subject to provisions of the Companies Act 2006, the Board shall have power to convene at short notice 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.

#### GENERAL MEETINGS

10. Save for adopting the short notice procedure prescribed by the Companies Act 2006, fourteen clear days notice at the least or (in the case of a 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.
11. Three members personally present shall be a quorum for all General Meetings.
12. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon 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 and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
13. 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 on the declaration of the result of the show of hands) demanded by at least three members and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the

proceedings 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.

14. If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
15. *In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.*

#### VOTES OF MEMBERS

16. On a show of hands every member who is present in person (or being a corporation by a duly authorised representative) shall have one vote. On a poll every member who is present in person or by proxy shall have one vote.
17. On a poll votes may be given either personally or by proxy.
18. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy must be a member of the Company.
19. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
20. An instrument appointing a proxy may be in the following form or in any other form which the Board shall approve:—

“THE KINGDOM HALL TRUST

“I,

“of

“in the County of

“being a member of THE KINGDOM HALL TRUST, hereby appoint

“

“of

“as my proxy to vote for me and on my behalf at the [Ordinary or Extraordinary as the “case may be] General Meeting of the Company to be held on the                      day

“of                      20                      , and at any adjournment thereof.”

“Signed the                      day of                      20                      .”

21. 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

22. Subject to the provisions of the Companies Act 2006, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company.
23. Until otherwise determined by a General Meeting the number of members of the Board shall not be less than two nor more than seven. 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. Members of the Board shall be selected from among the members of the Company.
24. The members of the Board at the date of the adoption of these Articles are: Steven Thomas Abbott, Richard John Cook, Jonathan Cox, Stephen Richard Morris, and Paul Wade all c/o of Watch Tower House, The Ridgeway, London NW7 1RN.
25. 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.
26. Any director (or his nominee) may call a meeting of the Board at any time. A majority of members of the Board shall form a quorum.
27. 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.
28. 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.
29. The directors must keep minutes of all:
  - a. appointments of officers and delegations made by the directors;
  - b. proceedings at meetings of the Company;
  - c. meetings of the directors and committees of the directors including:
    - i. the names of the directors present at the meeting;
    - ii. the decisions made at the meetings; and
    - iii. where appropriate the reasons for the decisions.
30. The Board may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.

## DELEGATION BY THE BOARD

31. The Board may delegate any of their powers or functions:
  - a. to such person or committee;
  - b. by such means (including by power of attorney);
  - c. to such an extent;
  - d. in relation to such Congregation(s) or matters;
  - e. and on such terms and conditions;as it thinks fit. But the terms of any delegation must be recorded in the minute book.

32. If the Board so specifies, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
33. The Board may revoke any delegation in whole or part, or alter its terms and conditions.
34. The Board may impose conditions when delegating, including the conditions that:
- a. the relevant powers are to be exercised exclusively by the committee or persons to whom they delegate;
  - b. no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the directors.
35. Without prejudice to the power in clause 30 of the Articles above, the Board may adopt such rules, procedures or policies as it thinks fit to govern the exercise of any powers and functions delegated in accordance with clauses 31-34 of these Articles, which rules, procedures or policies shall be binding on the delegates to the extent set out therein.
36. The acts and proceedings of the delegates must be reported to the Board in accordance with rules made under clause 30 or 35 of these Articles above. Without prejudice to the generality of clause 35, the Board may require delegates to produce and deliver to the Board on a regular basis management accounts of the affairs of Congregations and other reports of the activities of the Congregations in specific areas, including in relation to the observance of rules, procedures, or policies made under clause 35.

#### DISQUALIFICATION OF DIRECTORS

37. 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.
  - d. If the member of the Board is no longer a member of the Company according to clause 5 of these Articles.

#### BORROWING

38. 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.

#### INDEMNITY

39. 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, or delegates, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution (including under delegated authority) 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 of their delegates, 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

40. 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.

41. 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.

## AUDIT

42. 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

43. 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 or Republic of Ireland) to the address, if any, within the United Kingdom or Republic of Ireland supplied by him to the Company for the giving of notices to him.

44. 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.

45. If a member has no registered address in the United Kingdom or the Republic of Ireland and has not supplied to the Company an address within the United Kingdom or the Republic of Ireland 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.