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11.9.51.

The Companies Act 1929.

UNLIMITED COMPANY.

Memorandum

AND

Articles of Association

OF

LONDON COMPANY OF KINGDOM WITNESSES

Incorporated the 28th day of July 1939.

SPARKS, RUSSELL, ISARD & CO.,
10 COLEMAN STREET,
LONDON, E.C.2.

UNLIMITED COMPANY.

Memorandum of Association

OF

LONDON COMPANY OF KINGDOM WITNESSES

1. The name of the Company is "LONDON COMPANY OF KINGDOM WITNESSES."

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 may seem to the Board of the Company ^{and} directly or indirectly conducive to the furtherance of the above objects of the Company.

(D) 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 may ^{and} seem conducive to the above objects or any of them.

(E) To promote any association or associations, 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 may ^{and} seem, directly or indirectly, calculated to further the objects of the Company.

(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 the objects of the Company mentioned on paragraph 3 (A) hereof, and to erect, construct, enlarge, alter, furnish, maintain and improve buildings of all kinds.

(G) To make donations to such persons and in such cases, and either of cash or other assets, as may ^{and} be thought directly or indirectly conducive to any of the objects of the Company, ~~or otherwise expedient,~~ and to subscribe or guarantee money for charitable or benevolent objects.

- for the objects of the Company*
- (H) To borrow or raise, or secure the payment of money, in such manner as the Company shall think fit.
 - (I) To pay out of the funds of the Company all expenses of or incident to the formation and registration of the Company.
 - (J) 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.

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. 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.

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. |
|--|--|
| ALBERT DARGER SCHROEDER, 34 Craven Terrace, London, W.2, Minister of the Gospel. | 2 |
| JESSE HEMERY, 34 Craven Terrace, London, Minister of the Gospel. | 2 |

Dated this 20th day of July 1939.

Witness to the above Signatures—

JOHN BIRRELL ROBB,
 23 Craven Terrace,
 London, W.2,
 Minister of the Gospel.

UNLIMITED COMPANY.

Articles of Association

OF

LONDON COMPANY OF KINGDOM WITNESSES

TABLE A EXCLUDED.

1. The regulations of Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company, but the following shall be the regulations of the Company.

INTERPRETATION.

2. These Articles shall be construed with reference to the provisions of the Companies Act 1929 or any statutory modification thereof in force at the time when these regulations became binding on the Company, and unless there be something in the subject or context inconsistent therewith :—

“ 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.

CAPITAL.

4. The capital of the Company is £100, divided into 100 shares of £1 each.

ALTERATION OF CAPITAL.

5. The Board may, with the sanction of a Special Resolution of the Company, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

PRIVATE COMPANY.

6. The Company is a “ Private Company ” within the meaning of the Companies Act 1929, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock

fo the Company; (B) the number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company were, while in such employment, and have continued after the determination of such employment, to be members of the Company) shall be limited to fifty, and (C) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

7. The shares shall be at the disposal of the Board, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount.

8. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. No part of the funds of the Company shall be employed in the purchase or in loans on the security of the shares of the Company.

CALLS ON SHARES.

10. The Board may, subject to any conditions of allotment, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they may think fit, provided that seven days notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Board. A call may be made payable by instalments. A call shall be deemed to have been made as soon as the resolution of the Board authorising such call shall have been passed.

TRANSFER OF SHARES.

11. No transfer of any share in the capital of the Company shall be registered without the previous sanction of the Board who may, without assigning any reason, decline to give any such sanction and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 6 hereof. The Board may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year.

GENERAL MEETINGS.

12. A General Meeting shall be held once in each year at such times (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Board shall appoint.

13. 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 MEETINGS.

14. 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.

15. Seven days' notice at least (exclusive of the day on which the notice is deemed to be served, but inclusive of the day on which the notice is given) specifying the place, the day and hour of the meeting, and in case of special business the general nature of the business shall be given of all General Meetings in manner hereinafter mentioned to all the members of the Company, but the non-receipt of the notice by any member shall not invalidate the proceedings at any General Meeting.

16. Three members personally present shall be a quorum for all General Meetings.

17. 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.

18. 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.

19. 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.

20. 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.

21. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

22. On a poll votes may be given either personally or by proxy.

23. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the Common Seal or under the hand of an officer or attorney so authorised. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy, or he has been appointed to act at that meeting as proxy for a corporation.

24. 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.

25. An instrument appointing a proxy may be in the following form, or in any other form which the Board shall approve :—

“ LONDON COMPANY OF KINGDOM WITNESSES.

“ I, _____ ,
 “ of _____ ,
 “ in the County of _____ , being a
 “ member of the LONDON COMPANY OF KINGDOM WITNESSES,
 “ 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
 “ _____ , and at any adjournment thereof.

“ Signed the _____ day of _____ 19 ____ .”

DIRECTORS AND MANAGEMENT.

26. Until otherwise determined by a General Meeting, the number of members of the Board shall not be less than two or more than five. The first members of the Board shall be determined in writing by a majority of the subscribers of the Memorandum of Association, and the persons so elected shall hold office until the Ordinary General Meeting in the year 1940, when they shall all retire. 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.

27. The qualification of a member of the Board shall be the holding of at least one share in the Company, and it shall be his duty to comply with the provisions of Section 141 of the Companies Act 1929.

28. 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.

29. 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.

30. Two members of the Board shall form a quorum.

31. 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.

32. 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.

33. 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.

34. The office of a Director shall be vacated :—

- (1) If by notice in writing to the Company he resigns the office of a member of the Board.
- (2) 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.
- (3) If the members at an Extraordinary General Meeting pass a resolution calling upon him to resign his office.

BORROWING.

35. 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.

36. 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.

37. 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, cost, 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 out 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.

38. 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 takes place; and
 - (B) Of the assets and liabilities of the Company.

39. 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 determine and shall be always open to the inspection of the members of the Board.

40. 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.

41. Auditors shall be appointed and their duties regulated in accordance with Section 132 and 134 of the Companies Act 1929 or any statutory modification thereof for the time being in force.

NOTICES.

42. 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.

43. 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.

44. 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ALBERT DARGÈR SCHROEDER,
34 Craven Terrace,
London, W.2,
Minister of the Gospel.

JESSE HEMERY,
34 Craven Terrace,
London, W.2,
Minister of the Gospel.

Dated this 20th day of July 1939.

Witness to the above Signatures—

JOHN BIRRELL ROBB,
34 Craven Terrace,
London, W.2,
Minister of the Gospel.

Re 18632/1

The Companies Act 1929.

UNLIMITED COMPANY

Memorandum

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LONDON COMPANY OF KINGDOM WITNESSES

Incorporated the 28th day of July 1939.

RECEIVED
24 OCT 1962
CHARITY
COMMISSION

SPARKS, RUSSELL, ISARD & CO.,
10 Coleman Street,
London, E.C.2.

The Solicitors' Law Stationery Society, Ltd., Law and Compt
22 Chancery Lane, W.C.2