

COMPANY NUMBER : 213414

THE COMPANIES ACTS 1908 TO 2006

COMPANY LIMITED BY GUARANTEE

RESOLUTIONS

of


BRANKSOME MASONIC HALL LIMITED ("the Company")

PASSED the 31st day of July 2010

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date there were duly passed the following resolutions:

SPECIAL RESOLUTIONS

1. THAT the regulations contained in the document produced to the meeting and signed for identification by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.


.....
CHAIRMAN

WEDNESDAY



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COMPANIES HOUSE



Articles of Association Of Branksome Masonic Hall Limited

These articles of association are the internal rulebook of Branksome Masonic Hall Limited. Every company formed under the Companies Act 2006 or earlier Acts will have articles of association – commonly referred to simply as the company's "articles".

These articles have been approved by the members and form a legally binding agreement between the company and its members.

They help to ensure the company's business runs as smoothly and efficiently as possible and will set out how the company will make decisions and include various matters relating to the managements of the company.

Every company is required to have articles by law and such articles are legally binding on the company and all of its members.

[dated 13 May 2010]



**Branksome Masonic Hall Limited
A Company Limited by Guarantee**

(Adopted by special resolution passed on [2010

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“Chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006, and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

“poll” means a vote taken by voting slip not by show of hands.

“compliance” means to be “compliant” a member must be a Freemason who is a fully paid up member of a Masonic Craft Lodge or any separate and/or similar Masonic Order or Organisation authorised by its own governing authority to hold its regular meetings at Branksome Masonic Hall, 57 Ashley Road, Parkstone, Poole, Dorset, BH14 9BT

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

(a) Payment of the company’s debts and liabilities contracted before he ceases to be a member,

(b) Payment of the costs, charges and expenses of winding up, and

(c) Adjustment of the rights of the contributories among themselves.

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

Members' reserve power

4.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution but may require the directors to reverse such decisions taken previously with effect from the date of the special resolution.

Directors may delegate

5 —(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (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 matters or territories; and
- (e) on such terms and conditions as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6.—(1) Any committee to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7. The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

Unanimous decisions

8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate the purpose of the meeting and —

(a) Its proposed date and time;

(b) Where it is to take place; and

(c) If it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held.

(5) Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it providing a quorum of directors were in attendance to validate the meeting as provided under article 11.

Participation in directors' meetings

10 —(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) The meeting has been called and takes place in accordance with the articles, and

(b) They can each communicate to the other directors any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with the other directors.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

11 —(1) at a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise fixed it is five.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) To appoint further directors, or

(b) To call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

12 —(1) the directors may appoint a director annually to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) The company by ordinary resolution misapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) The director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) The director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) Subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive. The chairman is entitled to use his discretion in reaching his decisions

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

16(1) Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

(2) Except that no alteration may be made to these articles by the directors without the agreement of the members in accordance with articles 23 and Articles 24 and at a General Meeting for which due notice is to be given.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director provided he is compliant as defined under article 1—

(a) By ordinary resolution, or

(b) By a decision of the directors.

(c) subject to their acceptance by the directors each Masonic Craft Lodge or any other separate and/or similar masonic order or organisation empowered by its own governing authority to hold its regular meetings at Branksome Masonic Hall 57 Ashley Road Poole Dorset BH14 9BT may appoint its own representative director or directors.

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

(4) Under exceptional circumstances the directors may appoint a director who is not a member of the company or in compliance under article 1 for such special duties and for such a period of time as they may consider beneficial to the company.

Termination of director's appointment

18. A person ceases to be a director as soon as—

(a) That person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) A bankruptcy order is made against that person;

(c) A composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) A registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(f) Notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

(g) He ceases to be in compliance as defined under article 1 unless appointed under article 17(4)

Directors' remuneration

19 —(1) Any Director may undertake any services for the company that the directors decide.

(2) Directors are entitled to no remuneration in return for their service to the company.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) Meetings of directors or committees of directors,

(b) General meetings, or

(c) Separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

(d) Expenses incurred in the discharge of their duties as directors.

**PART 3
MEMBERS**

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

21 No person shall become a member of the company unless—

- (a) He is compliant as defined in article 1 but with the provision that if he is a member of more than one such lodge or order only one membership of the company per individual shall be permitted.
- (b) He has completed an application for membership in a form approved by the directors, and the directors have approved the application.
- (c) His name and address are duly recorded in the company register of members, which entry must be affected within 7 days after approval by the directors.
- (d) The directors shall at all times cause to be maintained a complete and up to date register of members of the company, qualified under these articles.

Termination of membership

22.1. A member may withdraw from membership of the company by giving 7 days notice to the company in writing

22.2 Membership is not transferable.

22.3 Membership shall terminate automatically when a member dies or ceases to be compliant as defined under Article 1.

22.4 Upon termination of membership, the name of such former member shall be erased from the Company's register of members

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

23.—(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

- (a) That person is a member or director able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. They may not prevent a member of the company from exercising his right to speak or vote on any resolution before the meeting without the authority of the majority of those present.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

24. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

24.1 The quorum shall be ascertained as follows: If the members of the Company at the time of the meeting do not exceed ten in number, the quorum shall be five; if they exceed ten there shall be added to the above quorum one for every 10 additional members, with this limitation, that no quorum shall in any case exceed thirty.

Chairing general meetings

25 —(1) If the members have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the members have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) The members must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

26.—(1) Director may attend and speak at general meetings, whether or not they are members.

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

27.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) The meeting consents to an adjournment, or

(b) It appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) To the same persons to whom notice of the company's general meetings is required to be given, and

(b) Containing the same information which such notice is required to contain

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

28-(1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles

(2) At any general meeting, unless a poll is demanded by at least five members, a declaration by the Chairman that a resolution has been carried in accordance with paragraph 28 and an entry to that effect in the book of 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 the resolution.

Errors and disputes

29.—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

30.—(1) A poll on a resolution may be demanded—

(a) In advance of the general meeting where it is to be put to the vote, or

(b) At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) The chairman of the meeting;

(b) The directors;

(c) Five or more persons having the right to vote on the resolution, or

(d) A person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

(3) A demand for a poll may be withdrawn if—

(a) The poll has not yet been taken, and

(b) The chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

31.—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—

(a) States the name and address of the member appointing the proxy;

(b) Identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed,

(c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

32.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Amendments to resolutions

33 —(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) The chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

34.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

35.—(1) any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) Any director of the company;

(b) The company secretary (if any); or

(c) Any person authorised by the directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

36. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

37. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Administration General

38 Audits and exemptions, The Company is entitled to exemption from audit under section 249(1) of the Companies' Act 1985.

38.1 The company may decide to take advantage of filing abbreviated accounts under the exception from audit provisions (small companies' provisions) in the 2009 Companies Act.

38.2 Each year, the company is to appoint no less than 2 examiners to undertake an examination of the company accounts, these appointments are to be passed by resolution in accorded with Para 28 & 28(1) unless members have required an audit in accordance with section 249B(2) of companies act 1985.

Appointment of a secretary,

39. The company is to appoint a secretary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

40.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

(a) Any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) Any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) Any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

(a) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) A "relevant director" means any director or former director of the company or an associated company.

Insurance

41 —(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

(2) In this article—

(a) A "relevant director" means any director or former director of the company or an associated company,

(b) A "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

(c) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

PART 5

INTERPRETATION OF CHARITABLE AND CLOSURE PROTOCOLS

42.1 In the event that the Branksome Masonic Hall is sold, the directors shall use the proceeds to further the objectives set out in article 42 3 and 42 4 and/or to purchase, lease or share the occupation costs of another property from which the activities of the Company can be operated, provided that in no circumstances shall the members benefit personally from the sale of the assets of the Company

42 2 Where such objectives cannot be achieved, or there arises any surplus of assets after the objectives in article 42 1 have been achieved, the assets of the Company shall be disposed of directly to any such charitable or organisation which the members shall select and approve in general meeting and in their absolute discretion see fit

42 3 During such time as the Branksome Masonic Hall is occupied and/or owned by the Company, the directors shall apply all or any of the income and/or capital of the Company or such part thereof as the directors shall from time to time determine in their absolute discretion to the upkeep, maintenance and improvement of the Branksome Masonic Hall for the use of the Masonic Lodges and side orders who occupy it.

42.4 In the event that the members determine that they do not wish to continue to use the Branksome Masonic Hall, then the building may be sold and the members shall use the funds from the sale of the Branksome Masonic Hall to provide a replacement building or facilities. If the members decide that they shall not in the foreseeable future need a replacement building or facilities, then they shall use such proceeds for the benefit of the poor, sick or distressed masons, their spouses, children or dependants and/or any Masonic charity or other charitable institution or body whose principle objective is the provision of relief and/or the support of poor, sick or distressed persons

42 5 Under no circumstances shall the members be entitled to retain or profit by the income derived by the Company, other than as occupants and users of the building owned by the Company, or the capital proceeds of sale of the building, other than if the capital is then used to fund the provision of alternative premises for use by the members



CERTIFICATE

That this document comprising of 19 pages numbered page 1 to 19 is hereby identified as the Articles of Association of Branksome Masonic Hall Limited under SCHEDULE 2 Regulations 3 of the Companies Act 2006

Signed.....

Mr Peter Gray BEM TD
Chairman & Director
For Branksome Masonic Hall Limited

Dated 21/July/ 2010

Signed.....

Mr Stanley Clive Pullin
Secretary & Director
For Branksome Masonic Hall Limited

Dated 21/July/ 2010

ORIGINAL



42.5 Under no circumstances shall the members be entitled to retain or profit by the income derived by the Company, other than as occupants and users of the building owned by the Company, or the capital proceeds of sale of the building, other than if the capital is then used to fund the provision of alternative premises for use by the members.



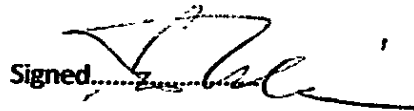
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Signed 

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Chairman & Director
For Branksome Masonic Hall Limited

Dated 21 July 2010

Signed 

Mr Stanley Clive Pullin
Secretary & Director
For Branksome Masonic Hall Limited

Dated 21 July 2010

ORIGINAL



(b) A "relevant director" means any director or former director of the company or an associated company.

Insurance

41.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) A "relevant director" means any director or former director of the company or an associated company,

(b) A "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

(c) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 5 INTERPRETATION OF CHARITABLE AND CLOSURE PROTOCOLS

42.1 In the event that the Branksome Masonic Hall is sold, the directors shall use the proceeds to further the objectives set out in article 42.3 and 42.4 and/or to purchase, lease or share the occupation costs of another property from which the activities of the Company can be operated, provided that in no circumstances shall the members benefit personally from the sale of the assets of the Company.

42.2 Where such objectives cannot be achieved, or there arises any surplus of assets after the objectives in article 42.1 have been achieved, the assets of the Company shall be disposed of directly to any such charitable or organisation which the members shall select and approve in general meeting and in their absolute discretion see fit

42.3 During such time as the Branksome Masonic Hall is occupied and/or owned by the Company, the directors shall apply all or any of the income and/or capital of the Company or such part thereof as the directors shall from time to time determine in their absolute discretion to the upkeep, maintenance and improvement of the Branksome Masonic Hall for the use of the Masonic Lodges and side orders who occupy it.

42.4 In the event that the members determine that they do not wish to continue to use the Branksome Masonic Hall, then the building may be sold and the members shall use the funds from the sale of the Branksome Masonic Hall to provide a replacement building or facilities. If the members decide that they shall not in the foreseeable future need a replacement building or facilities, then they shall use such proceeds for the benefit of the poor, sick or distressed masons, their spouses, children or dependants and/or any Masonic charity or other charitable institution or body whose principle objective is the provision of relief and/or the support of poor, sick or distressed persons