

# **DISCLAIMER**

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Russell Game  
1<sup>st</sup> August 2017

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THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

SHREWSBURY CIVIC SOCIETY TRUST LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: -

| <b>WORDS</b>   | <b>MEANINGS</b>  |
|----------------|--|
| The Act        | The Companies Act, 1948  |
| These Presents | These Articles of Association and the regulations of SHREWSBURY CIVIC SOCIETY TRUST LIMITED from time to time in force                     |
| The Trust      | The above named SHREWSBURY CIVIC SOCIETY TRUST LIMITED   |
| The Council    | The Council of Management for the time being of the Trust  |
| The Office     | The registered office of the Trust   |
| Month          | Calendar month   |
| In writing     | Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form |

And words importing the singular number only shall include the plural number, and vice versa

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust, shall, if not inconsistent with the subject or context, bear the same meaning in these presents

2. The number of members with which the Trust proposes to be registered is 1,000 but Council may from time to time register an increase of members
3. The provisions of Section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member
4. The Trust is established for the purposes expressed in the Memorandum of Association

5. The subscribers to the Memorandum of Association and other such persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust

## MEMBERS

6. The following persons and none others shall be members of the Trust: -
  - (A) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof
  - (B) Such other persons or corporations as may desire to be admitted to membership and who shall give to the Trust a yearly sum of not less than £2 in respect of a full member and 50p in respect of a junior member. Such subscriptions may be varied from time to time by the Council

In these presents the expression "Corporation" shall be deemed to include any body corporate, and county, local or other public authority and any unincorporated association whom the Council may elect to membership

In the event of such person being elected in accordance with the above regulation he shall be entered as a member of the Trust on the Register

7. Any member may terminate his membership of the Trust by notice in writing served on the Trust and thereupon he shall be deemed to have resigned and his name shall be removed from the Register of members
8. If any member shall fail in the observance of these Articles or of any regulations of the Council made under any powers vested in them or for other sufficient reason the Council may convene an Extraordinary General Meeting of the Trust for the purpose of considering an extraordinary resolution for the expulsion of such member and on such extraordinary resolution being passed the name of such member shall be removed from the Register of members, and he shall thereupon cease to be a member

## GENERAL MEETINGS

9. A general meeting of the Trust shall be held in every calendar year as its Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as the Council shall appoint. Provided that so long as the Trust shall hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year
10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
11. The Council may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisitions or, in default may be convened by such requisitionists, as provided by Section 132 of the Act
12. Subject to the provisions of Section 141 (2), of the Act relating to Special Resolutions, and to the provisions of Section 133 of the Act relating to Annual General Meetings, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Trust in

General Meeting; but with the consent of all the members entitled to receive notices thereof or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit. The accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting

#### PROCEEDINGS AT GENERAL MEETINGS

13. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Council and Auditors, to elect members of the Council in place of those retiring and also additional members of the Council, and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting shall be deemed special
14. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than twelve members personally present
15. If within 30 minutes from the time appointed for the meeting a quorum be 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 such adjourned meeting a quorum be not present within 30 minutes from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done
16. The Chairman (if any) of the Council, or in his absence the Vice-Chairman (if any) shall preside as Chairman at every General Meeting of the Trust. If there be no such Chairman, or if at any meeting he be not present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the Council present to be Chairman, or if no member of the Council be present and willing to take the Chair, the members present shall choose one of their number to be Chairman
17. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned from twenty one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
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 upon the declaration of the result of the show of hands demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-fifth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Trust, 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. The demand for a poll may be withdrawn
19. Subject to the provisions of the next succeeding Article, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall

direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

20. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment
21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote
22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded

#### VOTES OF MEMBERS

23. Every member present in person shall have one vote. Voting by proxy shall not be permitted
24. (a) Save as herein expressly provided, no person other than a member duly registered shall be entitled to be present or to vote on any question, at any General Meeting  
  
(b) Any corporation which is a member of the Trust may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Trust and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he represents as that corporation could have exercised if it were a personal member of the Trust. A corporation represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the Chairman or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment

#### COUNCIL OF MANAGEMENT

25. The affairs of the Trust shall be managed by the Council of Management. The number of the members of the Council shall not be less than five nor more than twenty
26. The members of the Council shall be –
  - (A) The Subscribers to the Memorandum of Association and
  - (B) Such other persons (being members of the Trust) as shall from time to time be elected thereto by the Council or by the members of the Trust in General Meeting

Provided that no person who is employed by the Trust and receiving any salary, fees, remuneration or other benefit in money or moneys' worth from the Trust (save as permitted by Clause 4 of the Memorandum of Association) shall be eligible for membership of the Council

#### PROCEEDINGS OF THE COUNCIL OF MANAGEMENT

27. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote
28. A member of the Council may, and on the request of a member of the Council the Secretary shall at any time, summon a meeting of the Council by notice served upon the several members of the

Council. A member of the Council who is absent from the United Kingdom and who has no registered address in the United Kingdom shall not be entitled to notice of a meeting

29. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose once of their number to be Chairman of the meeting
30. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally
31. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid
32. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council
33. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated
34. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

#### POWERS OF THE COUNCIL

35. The management of the business and the control of the Trust shall be vested in the Council, who, in addition to the powers and authorities conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Trust and are not hereby or by the Act expressly directed or required to be exercised or done by the Trust in General Meeting. At meetings of the Council, each member of the Council shall have one vote only, except that in the case of equality of votes the Chairman shall, in addition have a second or casting vote
36. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if at any time the members of the Council be reduced in number below the minimum prescribed by these presents, it shall be lawful for the members available to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body or of summoning a General Meeting but for no other purpose

37. The Council may at any time appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing membership (but not so as to exceed the maximum number of persons prescribed by these presents). Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting
38. Without prejudice to the general powers conferred by Article 41 and to the other powers and authorities conferred aforesaid, it is hereby expressly declared that the Council shall be entrusted with the following powers, namely: -

#### PARTICULAR POWERS

- (1) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Trust and matters incidental thereto
- (2) To purchase or otherwise acquire for the Trust any property, rights or privileges which the Trust is authorised to acquire at such price and generally on such terms and conditions as they may think fit
- (3) To raise or borrow money for the purposes of the Trust from any person, corporation or other body and may with the approval of the Charity Commissioners for England and Wales secure the repayment of the same together with any interest and premium thereon, by Mortgage or charge upon the whole or any part of the assets and property of the Trust, present or future and to issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Trust or not so charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies
- (4) At their discretion to pay for any property or rights acquired by or services rendered by the Trust either wholly or partially in cash or in bonds, debentures, or other securities of the Trust
- (5) With the approval aforesaid to secure the fulfilment of any contracts or engagements entered into by the Trust by Mortgage or charge of all or any of the property and rights of the Trust or in such manner as they may think fit
- (6) To appoint and at their discretion, remove or suspend such office and other staff for permanent, temporary or special services as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit
- (7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Trust or its officers or otherwise concerning the affairs of the Trust and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Trust
- (8) To refer any claims or demands by or against the Trust to arbitration and observe and perform the awards
- (9) To make and give receipts, releases and other discharges for money payable to the Trust and for the claims and demands of the Trust
- (10) To determine who shall be entitled to sign on the Trusts' behalf, bills, notes, receipts, acceptances, indorsements, cheques, releases, contracts and documents
- (11) From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Trust, and from time to time to repeal and alter the same or make

others in lieu thereof as may seem expedient, Provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such as addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 141 of the Act

#### ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting of the Trust all the members of the Council shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office
40. The members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
41. A retiring member of the Council shall be eligible for re-election
42. The Trust may, at the meeting at which a member of the Council retires in manner aforesaid, fill the vacancy by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacancy or unless a resolution for the re-election of such member shall have been put to the meeting and lost
43. No person other than a member of the Council retiring at the meeting shall, unless recommended by the Council, be eligible for election to membership of the Council at any general meeting unless, not less than fifteen nor more than thirty days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected
44. The Trust may from time to time by ordinary resolution increase or reduce the number of members of the Council, and may also determine in what rotation the increased or reduced number is to go out of office
45. The Trust may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Trust and such member
46. The Trust may by ordinary resolution appoint another person in place of a member of the Council removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 43 the Trust in General Meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the same day on which the member in whose place he is appointed was last elected as a member

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

47. The office of a member of the Council shall be vacated: -



- (A) If he becomes bankrupt or insolvent or compounds with his creditors
  - (B) If he becomes of unsound mind
  - (C) If he be convicted of an offence the commission of which by a member of the Council could bring the Trust into disrepute
  - (D) If he is requested in writing by a majority of his fellow members of the Council to resign
  - (E) If he gives to the Council one month's notice in writing to the effect that he resigns his office
  - (F) If he ceases to be a member by virtue of Section 185 of the Act
48. A member of the Council who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Trust, shall declare the nature of his interest at a Meeting of the Council. and subject thereto and subject to the right of the remaining members of the Council to resolve that he withdraw and not vote on the particular matter, he may be counted in the quorum present at any meeting of the Council whereat such contract, arrangement or dealing with the Trust is considered or entered into and may vote in respect thereof

#### SECRETARY

49. Subject to Section 21 (5) of the Companies Act 1976 the Secretary shall be appointed by the Council on such terms as to length of service, remuneration and generally as the Council may think fit and the Council may remove any Secretary so appointed. The provisions of sections 1.77 and 179 of the Act shall be observed. The Council may from time to time appoint a deputy or assistant Secretary who may act in the place of the Secretary if there be no Secretary or no Secretary available to act or capable of acting

#### THE SEAL

50. The seal of the Trust shall not be affixed to any instrument except by the express authority of a resolution of the Council or of a committee of the Council empowered thereto, and in the presence of two members of the Council and of the Secretary or such person other than the Secretary as the Council may appoint for the purpose; and such members of the Council and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Trust is so affixed in their presence, and in favour of any purchaser or bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

#### INCOME OF THE TRUST

51. The income of the Trust shall be applied solely, towards the promotion of all or any of the objects of the Trust as set forth in the Trust's Memorandum of Association as the Council may from time to time think fit (and in particular the Council shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the main object of the Trust in such manner as they shall think best) with power to the Council to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Trust or be invested from time to time in such investment as the Trust may think fit

#### ACCOUNTS

52. The Council shall cause accounting records to be kept in accordance with section 12 of the Companies Act
53. The accounting records shall be kept at the registered office of the Trust or, subject to section 12 (6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Trust
54. The Council shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being a member of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in general meeting
55. The Council shall from time to time in accordance with sections 150 and 157 of the Act, and sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Trust in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections
56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in general meeting, together with a copy of the report of the Auditors' and of Council, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Trust. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Trust is not aware or to more than one of the joint holders of any debentures

#### AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act, section 14 of the Companies Act 1976 and sections 13 to 18 of the Companies Act 1976

#### NOTICES

58. A notice may be given by the Trust to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any within the United Kingdom supplied by him to the Trust for the giving of notice to him. 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 to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post
59. Notice of every general meeting shall be given in any manner hereinbefore authorised to: -
  - (a) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - (b) Every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) The auditor for the time being of the Company

#### DISSOLUTION

60. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles

**THE COMPANIES ACTS, 1948 to 1976**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF**

**SHREWSBURY CIVIC SOCIETY TRUST LIMITED**

1. The name of the Company (hereinafter called "the Trust") is "SHREWSBURY CIVIC SOCIETY TRUST LIMITED"
2. The Registered Office of the Trust will be situate in England
3. The objects for which the Trust is established are as follows: -

To preserve for the benefit of the townspeople of Shrewsbury in the County of Salop, and to stimulate and encourage public interest in the preservation, development and improvement of, whatever of the English historical architectural, constructional or natural heritage may exist in Shrewsbury and its surroundings in the form of buildings or land of particular beauty or historical architectural or constructional interest. And in furtherance of that object but not otherwise to do all or any of the following things: -

- (a) To buy or otherwise acquire buildings or land or any estate or interest therein
- (b) To sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any estate or interest therein
- (c) To repair, renovate, restore, rebuild and generally to maintain and develop any buildings or land
- (d) To buy or otherwise acquire furniture and other equipment for use in connection with any buildings or land; and to sell, lease or otherwise dispose of any such furniture or equipment
- (e) To make such arrangements as are necessary to enable the public to view and enjoy any buildings (whether free or at a charge)
- (f) By publishing books or pamphlets or in other appropriate manner to make known to the public the existence of buildings of particular beauty or historical, architectural or constructional interest mentioned in sub-clause (A) or the features of especial interest of such buildings
- (g) To undertake or support research into the means of preserving old buildings
- (h) To raise funds by subscriptions, donations, grants, loans or otherwise for the purposes of the Trust; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions; to carry out any condition imposed on any gift which may be accepted
- (i) To constitute special charitable trusts for any particular purposes of the Trust; to act as trustee of any such special trust, whether constituted by the Trust or otherwise
- (j) To enter into and carry out contracts
- (k) To employ and remunerate staff, to employ and remunerate agents; and to pay or provide pensions and similar benefits to the staff of the Trust or their dependents

- (l) To borrow money for the purposes of the Trust on such terms and in such security (if any) as may be thought fit
- (m) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned
- (n) To make planning applications, applications for consent under bye-laws or building regulations and other like applications
- (o) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects
- (p) To co-operate with any local or public authority or other body concerned to achieve the object of the Trust
- (q) Generally, to do any things necessary to the attainment of the Trust's main object

Provided that:

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
  - (ii) The Trust shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Trust would make it a Trade Union
  - (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and, as regards any such property, the Council of Management or Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners over such Council of Management or Governing Body but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated
4. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust 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 Trust

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by

fees, and that no remuneration or other benefit in money or moneys' worth shall be given by the Trust to any member of such Council 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 Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and 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 Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound
7. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object
8. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Trust and of the property, credits and liabilities of the Trust, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors