

B. 5094

LICENCE BY THE BOARD OF TRADE,

pursuant to Section 23 of the Companies Act, 1867.

WHEREAS it has been proved to the Board of Trade that the

*Church of England Soldiers' Institutes*

which is about to be registered under the Companies Acts, 1862 to 1890, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 23rd section of the Companies Act, 1867, and that it is the intention of the said *Association*

that the income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in the Memorandum of Association of the said

*Association*

and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the persons who at any time are, or have been, members of the said *association* or to any of them, or to any person claiming through any of them.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said *Church of England Soldiers' Institutes* as subscribed by *seven* members thereof on the *26<sup>th</sup>* day of *May*, 18 *91*, do by this their licence direct the *Church of England Soldiers' Institutes* to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this *28<sup>th</sup>* day of *May*, 18 *91*.

*Contract*

An Assistant Secretary to the Board of Trade.

5094  
4710  
Memorandum

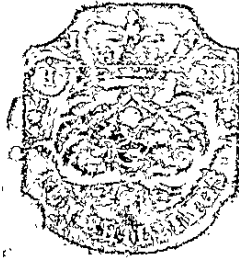
AND

Articles of Association

OF

THE CHURCH OF ENGLAND SOLDIERS'  
INSTITUTES.

GADSDEN & TREHERNE,  
28, Bedford Row, W.C.



17091

23 MAY 1891

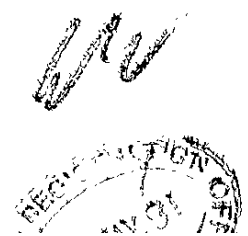
Memorandum of Association

of

**THE CHURCH OF ENGLAND SOLDIERS'  
INSTITUTES.**

1. The name of the Association is the "CHURCH OF ENGLAND SOLDIERS' INSTITUTES."
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association is established are:—
  - (a.) To open, carry on, establish and maintain Church of England Soldiers' Institutes in the principal military stations and other places at home and abroad, and to assist local or other efforts to open, carry on, establish and maintain such Institutes.
  - (b.) Subject to the provisions of the 21st section of the Companies' Act 1862, to purchase, or take on lease, or use real or personal property, and any easements, rights or privileges necessary or convenient for the purposes of the Association, and to purchase, hire, or otherwise acquire any buildings, plant, fittings and furniture, club and household effects, utensils, books, newspapers, periodicals, musical instruments, apparatus, appliances and accommodation.
  - (c.) To construct, maintain, improve, and alter any buildings or works necessary or convenient for the purposes of the Association.
  - (d.) To use, or to let on lease or otherwise, or to permit the use and occupation of all or any part of the property of the Association for the purposes

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Association shall think fit and to execute and grant cash, credit or other bonds, and make, accept, indorse and execute promissory notes, bills of exchange, or other negotiable instruments.

- (7.) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them. Provided that if the Association shall take any property upon such trusts as to make it subject to the jurisdiction of the Charity Commissioners, the Association shall observe all lawful directions of the Charity Commissioners with respect thereto, and if required by them, vest such property in special trustees thereof.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association as originally framed, or as the same may be altered under the provisions of the Companies' (Memorandum of Association) Act, 1890, 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 Association. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association or other person in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money borrowed from any Member of the Association.

5. The fourth paragraph of this Memorandum is a condition on which a license is granted by the Board of Trade to the Association in pursuance of Section 23 of the Companies' Act 1867.

6. If any Member of the Association pays or receives any dividend, bonus or other profit in contravention of the terms of the fourth paragraph of this Memorandum his liability shall be unlimited.

7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding five pounds, or in case of his liability becoming unlimited, such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

8. If upon the winding-up or dissolution of the Association, 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 Association, but shall be given or transferred to Church of England Soldiers' Institutes, in such shares or proportions, and in such manner as shall be determined by Members of the Association 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.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place; and of the property, credits and liabilities of the Association, 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 Association for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

That the several persons, whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers.

John Cox Esq. D.D. Chaplain General to the Queen. Littlemore, Chelmsford  
to the Queen. War Office. Pall Mall

Chelmsford - General - 5 Knarsborough Place S.W.

Guilbert Edward Wyndham March. Major late R.A.  
1840 Palace Chancery Bridge St. S.W.

Thomas Roworth Parr. Lt Colonel.  
Junior United Service Club. S.W.

Walter Augustus Stuart Major General  
19 Cranley Gardens - S.W.

John Briggs Walker Lt Colonel  
Fair View Ash. N. A. Tollesh

Charles Augustus Solbe. Chaplain to the Forces  
Royal Military Academy S.W.

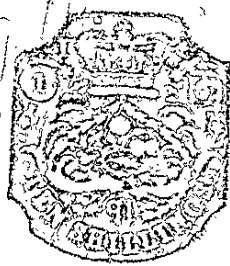
Dated the 26 day of May 1891.

Witness to the Signatures of the above named—

Ernest John Thomas Thomas

Ed Redford Jones

London  
John Jones



REG. 5111

17092

29 MAY 1891

Articles of Association  
OF  
THE CHURCH OF ENGLAND SOLDIERS'  
INSTITUTES.

1. For the purpose of registration the number of Members of the Association is declared not to exceed fifty.
2. The Association hereinafter mentioned may whenever they think fit register an increase of Members.
3. These Articles shall be construed with reference to the provisions of the Companies' Acts 1862 to 1890, and terms used in these Articles have the same respective meanings as they have when used in these Acts.
4. The Association is established for the purposes expressed in the Memorandum of Association.

QUALIFICATION OF MEMBERS.

5. Any person being a Communicant of the Church of England, or of any Church in communion with the Church of England, shall be deemed to be a Member of the Association, who having been elected as a Member at some meeting of the Association, or elected by the Committee of some local Church of England Institute to become a Member as their delegate, shall agree in writing to become such Member. The form of consenting to be a Member, to be signed by a Member, shall contain on some part of it a memorandum showing the liability attached to membership under the 7th Clause of the Memorandum of Association.



### RETIREMENT OF MEMBERS.

6. Any Member of the Association who shall desire to retire and cease to be such Member, shall specify the same in writing to the Secretary, and upon the receipt of such writing his name shall be removed from the list of Members of the Association, and he shall be deemed to have retired and to have ceased to be such Member. Any Member who ceases to be a Communicant of the Church of England, or of any Church in communion as aforesaid, shall be deemed to desire to retire from the Association, and shall *ipso facto* cease to be such Member.

### THE FIRST MEMBERS.

7. The following persons, whose names have been submitted to and approved by H.R.H. The Duke of Cambridge, K.G., &c., Commander-in-Chief of the Army, shall be the first Members of the Association, on respectively signing the Memorandum of Association or the form of consent and memorandum referred to in the fifth Article:—

*Chairman*—THE CHAPLAIN GENERAL TO THE FORCES.

#### *Members—*

MAJOR-GENERAL W. ARBUTHNOT, C.B.  
 MAJOR-GENERAL H. BUCHANAN, C.B.  
 MAJOR F. BARINGTON FOOTE, R.E.A.  
 MAJOR-GENERAL E. F. CHAPMAN, C.B.  
 GENERAL LORD CHELMSFORD, G.C.B.  
 COLONEL A. M. HANDLEY, late Yorkshire Regiment.  
 COLONEL R. H. JELF, R.E.  
 COLONEL J. P. E. JERVOISE, 3rd Hussars.  
 MAJOR G. E. W. MALET, late R.H.A.  
 MAJOR-GENERAL G. H. MONCREIFF.  
 LIEUT-COL. T. R. PARR.  
 THE REVEREND J. W. PICKANCE.  
 THE REVEREND G. A. SOLNÉ, C.F.  
 MAJOR-GENERAL A. A. STEWART.  
 COLONEL H. TROTTER, Grenadier Guards.  
 COLONEL P. A. A. TWYNAM, C.B.  
 LIEUT-COLONEL J. B. WALKER.



8. The Association shall have power from time to time to fill up vacancies occasioned by death or retirement. And in the event of any difference of opinion existing, as to the election of any person proposed to be elected, and alleged to be duly qualified as aforesaid, the same shall be determined by a majority of at least two-thirds of the Members of the Association present at a meeting specially convened for the purpose of considering the same.

9. The Association shall meet at such times as they shall appoint. They may make such regulations as they think proper as to the summoning and holding of meetings and for the transaction of business thereat as are not inconsistent with the Articles as originally framed or altered by special resolution; and they may adjourn any meeting and from time to time fix the quorum necessary for the transaction of business, but until they shall otherwise determine five Members shall form a quorum, except as otherwise provided by Article 12, Clause 8.

10. The Chairman of the Association shall take the chair, at all meetings of the Association, or in his absence at the time fixed for the commencement of such meeting, the Members present shall choose some one of their number to be Chairman of the Meeting.

11. Questions at any meeting of the Association shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

12. The Association shall have the following powers and duties:—

- (1) To delegate any of their powers and duties to individual Members, or to any Committee or Committees, to appoint conveners of the said Committees, and fix the quorum necessary for the transaction of business.
- (2) To fix, allow and satisfy all allowances, costs, charges and expenses connected with the formation, registration, management and carrying on

and winding up of the Association, including the costs, charges, and expenses of the Committee which has carried on the work of the Association prior to its incorporation.

- (3) To regulate and control the custody, management, expenditure, application and investment of the money and funds of the Association.
- (4) To borrow any sum or sums of money not exceeding in the whole a moiety of the estimated value of the property and assets of the Association for the time being, and that either on cash, credit or otherwise, and to assign or deposit or charge by way of security for the same all or any part of the property and effects of the Association.
- (5) To appoint such of their own Members as they shall think fit, to sign cash credit bonds and other documents and receipts, and also cheques on the bank account of the Association.
- (6) To make grants from the funds of the Association either by way of gift or loan, and in the latter case either with or without security, and carrying interest at such rate as may be agreed on, not exceeding £5 per cent. per annum, or at a nominal rate of interest, and generally on such terms as they shall think fit, to any district or local Institute established and conducted, or to be established and conducted, in accordance with "Rules and Regulations" to be issued from time to time by the Association.
- (7) To make and issue rules and regulations as to the establishment and conduct of such Institutes as aforesaid, and to define the conditions on which the same shall be qualified to receive such grants as last aforesaid, and to add to, rescind, or vary such regulations from time to time.
- (8) Notwithstanding the two preceding clauses, no grant of money exceeding £20 either by way of

gift or loan, and no addition, rescission or variation to or of any original or subsequent rule or regulation shall be made, except at a Meeting of the Association specially convened for the purpose, at which Meeting not less than eight of the Members for the time being of the Association shall be present, or without the consent of at least two-thirds of the Members so present.

- (9.) To bring and defend any action, prosecution, or other legal proceeding; to refer disputes to arbitration to give time to debtors and
- (10.) To make due provision for procuring, collecting, receiving and applying donations, annual or other subscriptions and contributions for the purposes of the Association from all persons willing to make, pay or contribute the same, and for the interim investment of so much thereof, as may not be immediately required for the purposes of the Association.
- (11.) Generally to do all things which from time to time may be or appear to them to be necessary or expedient for the purposes of the Association.

#### TRUSTEES.

13. Trustees may be appointed if, and as often as occasion shall arise, either for the general purposes of the Association, or for any specific purpose or purposes thereof, and in the latter case, whether the persons appointed be Members of the Association or not, such appointments may be made by a resolution passed at a Special General Meeting. Whenever any one or more Trustees shall die, go to reside abroad, or desire to be discharged, or become incapable of acting, a successor or successors of such Trustee or Trustees may, as soon as convenient, be nominated and appointed in like manner, and in the case of any Trustees appointed for general purposes, such nomination and appointment shall take place whenever any or either of the events before referred to shall happen, so that the original number of Trustees may be kept up.

14. All freehold or leasehold property, stocks, funds, shares and other securities, the property of the Association, shall from time to time be vested either in the Association or in the Trustees or Trustee for the time being as the Association shall determine; and upon any appointment of a new Trustee or new Trustees such property, stocks, funds, shares and securities, unless vested or to be vested in the Association, shall be so conveyed, assigned and transferred, that the same may vest in such new Trustee or Trustees jointly with the surviving or continuing Trustees or Trustee, or in such new Trustees solely as the case may be.

15. It shall be obligatory upon the Trustees, whether general or special, to deal with or dispose of any property of the Association vested in them as the Association shall from time to time direct, but no part of the property of the Association shall be sold, assigned, transferred, conveyed, or otherwise disposed of by the Trustees, without the authority of a Special Resolution passed at a meeting of the Association, specially convened as prescribed by Article 12, Clause 8, and in the case of property taken upon special trusts the provisions of this clause are only to apply so far as they are legally applicable, having regard to such special trusts.

#### GENERAL MEETINGS.

16. The first General Meeting shall be held at such time not being not more than three months after the incorporation of the Association and at such place as the Chairman may determine.

17. Subsequent General Meetings shall be held at such time and place as may be appointed by the Association in General Meeting, and if no other time and place is prescribed, a General Meeting shall be held at such time and place as may be determined by the Chairman.

18. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary, and notice shall be given at least fourteen days before every such meeting, either by advertisement in two or more of the London daily papers, or by circular, at the discretion of the Chairman.

19. The Chairman may whenever he thinks fit, and he shall on the requisition made in writing by any five or more Members, convene an Extraordinary General Meeting.

20. Any requisition made by the Members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Association.

21. Upon the receipt of such requisition the Chairman shall forthwith proceed to convene an Extraordinary General Meeting. If he does not proceed to convene the same within 21 days from the date of the requisition the requisitionists or any other five Members may themselves convene a meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

22. Ten days' notice at the least 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 Association in General Meeting; but the accidental omission to give or the non-receipt of such notice to or by any Members shall not invalidate the proceedings of any General Meeting.

23. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts and balance sheets.

24. No business shall be transacted at any meeting of the Association unless a quorum of Members is present at the commencement of such business. Five Members of the Association shall form a quorum, except as otherwise provided by Article 12, Clause 8.

25. If within thirty minutes from the time appointed for the meeting a quorum of Members 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 following week, at the same time and place, and if at such adjourned

meeting a quorum of Members is not present, it shall be adjourned *sine die*.

26. The Chairman of the Association shall preside at all meetings of the Association.

27. If at any meeting the Chairman shall not be present the Members present shall choose one of their own number to be Chairman of such meeting.

28. The Chairman may, with consent of the meeting, adjourn any 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.

29. 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, and an entry to that effect in the book of the proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

30. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

31. Every Member of the Association shall have one vote and no more, and no Member shall be entitled to vote by proxy.

#### ACCOUNTS.

32. The Association shall cause true accounts to be kept of the moneys received, and expended by the Association, and of the matters in respect of which such receipt and expenditure takes place and of the assets, credit and liabilities of the Association.

33. The books of account shall be kept at the registered office of the Association, or at such other place or places as the Association think fit.

34. Once at least in every year the accounts of the Association shall be examined, and the correctness of the statement and balance sheet ascertained by one or more Auditor or Auditors.

35. The Auditor or Auditors shall be supplied with a copy of the balance sheet, and it shall be his or their duty to examine the same with the accounts and vouchers relating thereto, and report on the same to the Members of the Association at the General Meeting.

#### APPROPRIATION OF PROFITS.

36. It shall not be in the power of the Association to declare any dividend to be paid to the Members of the Association.

37. If any profit shall arise on the business of the Association, whether in the shape of donations or subscriptions, or of interest on loans under the local or district institutes or of income derived from investments or otherwise, the said profits shall be applied by the Association in the manner specified in the Memorandum of Association,

#### MINUTES.

38. Minutes of the proceedings of every meeting of the Association shall be recorded in a book or books to be kept for that purpose and be signed by the Chairman of such meeting and in case of his not signing such minutes at or before the succeeding meeting then if confirmed at such succeeding meeting by the Chairman thereof and such minutes when so recorded and signed shall be received as evidence of such proceedings without further proof. The minute book shall be open to the inspection of the Members at all reasonable times upon application to the Secretary.

#### WINDING UP.

39. The Association shall be wound up voluntarily whereon an Extraordinary Resolution as defined by the Companies Act 1862 is passed requiring the Association to be wound up voluntarily.

## NOTICES.

40. A Notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of address.

41. As regards the Members who have no registered address in the United Kingdom a notice posted up in the office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

42. Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement.

43. Any notice given by advertisement shall be inserted once in two London daily newspapers.

44. Any notice if served by post shall be deemed to have been served at the time at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed prepaid, and put into a post office.



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Names, Addresses, and Descriptions of Subscribers.

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John Cox Edgill V.D. Chaplain General to the Mar. Lt. General  
 Dth. Gen. War Office. Pale Male

Chelmsford - General. 5 Rensselaer Place S.W.  
 Gilbert Edward Wyndham Walsh Major Genl Rm.  
 140 Palace Greenway, Portage St. St.

Thomas Roworth Part.

Soldier.

Junior Anti-Slavery Club.

Alfred Augustus Stewart Major General  
 19 Cranley Gardens. S.W.

John Bridges Walker Lt Colonel

Fair View, Ash M. Alder shot  
 Charles Augustus Solbe Major Genl Rm. Fries  
 137 York Military Academy

Dated this 26<sup>th</sup> day of May, 1891.

Witness to the above-named signatures—

Ernest Selwyn Thomas Whence

Edmund Thomas

John Solibis

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**Memorandum**  
**AND**  
**Articles of Association**  
**OF**  
**THE CHURCH OF ENGLAND SOLDIERS'**  
**INSTITUTES.**

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**GADSDEN & TREHERNE,**  
**28, Bedford Row, W.C.**

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HARMAN, FROES, & FITCH, Printers, 5 and 9, Farnival's Inn, and 40, Farnival  
Street (near Castle Street), Holborn.

205.15.7.597

No. 34118.



1913 3793

# Certificate of Incorporation

OF THE

Church of England Soldiers' Institutes.

I hereby Certify, That the

Church of England Soldiers' Institutes, the word "limited" being omitted by licence of the Board of Trade,

is this day Incorporated under the Companies' Acts, 1862 to 1890, and that the Company is **Limited**.

Given under my hand at London, this *Twenty ninth* day of *May* One

Thousand Eight Hundred and Ninety *One*.

Fees and Deed Stamps £ *6. 5/2*

Stamp Duty on Capital £ \_\_\_\_\_

*J. S. Pank*

Registrar of Joint Stock Companies.

Certificate received by: *Arthur Tibbits*  
*for Harold Spence*  
*28 Bedford Row*  
*London*

Date *2nd June 1891*