

# Annual General Meeting 81

## Minutes-30 June 2011

Musicians  
Benevolent  
Fund

252783

### Present

The Honourable Richard Lyttelton (in the Chair)

### Members

Rev Ronald Corp [Executive committee]  
Lady Veronica Gibson [Advisory committee]  
Audrey Hills [Executive committee]  
Kathryn Langridge [Executive committee]  
David Lester [Executive committee]  
Lady Lesley Lewis [Advisory committee]  
Jane Manning [Executive committee]  
Caragh Merrick [Executive committee]  
Dr Martin Neary [Executive committee]  
William Parker [Executive committee]  
John Riggs  
Patric Stanford [Advisory council]  
Norman Webb  
Christopher Yates [Advisory council]

### By invitation

Caroline Aldred  
Anthony Behrens [Barclays Wealth]  
Peter Burnett [IBB]  
Sally Drew  
Maggie Gibb [RSM]  
Rupert Heggs [Rathbones]  
Caroline Howlett  
Philip Jones [Awards for Young Musicians]  
David Kell [Promenades' Musical Charities]  
Stephen King [Payne Hicks Beech]  
John Logan [PRS for Music Members Benevolent Fund]  
Alex Mann [MU]  
Keith Motson [ABO]  
Jonathan Ouvry [Co-opted member of Care and Welfare committee]  
Alison Pavier [RPS]  
Mark Pemberton [ABO]  
Kevin Rainey [National Opera Studio]  
Tim Rutherford [IBB]  
Hannah Salathiel [HSBC]  
Gillian Ure [Countess of Munster Trust]  
Bernie Watson [haysmacintyre]  
Christopher Whittingham [Peter Whittingham Jazz Awards]

### In attendance

David Sulkin (Chief Executive)  
Martin Ensom (Director of Operations)  
Susan Dolton (Director of Giving)  
Other members of staff

TUESDAY



\*RMS85X4J\*

RM

30/08/2011

32

COMPANIES HOUSE

Apologies had been received from a number of members whose names are attached to the signed copy of the minutes

Members, who were eligible to vote at the meeting were issued with yellow voting cards. Guests cannot vote

The Chairman welcomed everyone to the AGM meeting

## NOTICE OF THE MEETING

The Notice of the Meeting was taken as read by the Chief Executive

### 1 MINUTES OF PREVIOUS MEETING

The Minutes of the 80th Annual General Meeting, held on 30 June 2010 at the Swiss Church, having been circulated, were taken as read and signed as a correct record. Their adoption was proposed by the Chairman and seconded by David Lester. **Agreed**

### 2. ADOPTION OF THE REPORT OF THE EXECUTIVE COMMITTEE AND THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2010

#### 2.1 Auditor's Report

Bernie Watson confirmed that Haysmacintyre had carried out the annual audit to their satisfaction and that the Report and Accounts to December 2010 were prepared in accordance with current business practice. They are a true statement of trading and affairs, showing the incoming resources and application of the funds. He noted that the Independent Auditors' Report appeared on pages 13-14. There were no matters arising in the context of the accounts. The accounts complied with the Companies' Act 2006 and had been signed by him.

#### 2.2 Annual Report 2009

##### The Chairman's Address

*This time last year I explained that because of the overall economic situation we were confronting pressure both on income and on costs and that the trustees would be undertaking a strategic review of the Fund's entire modus operandi with a view to eliminating losses and creating a stable and sustainable platform on which to plan for the future. I am pleased to report that the exercise was completed during the year and the necessary steps, painful as they were, have now been taken.*

*We have now reduced our staff costs by 31% and greatly simplified our administration and financial structure. The Fund is now far more efficient and a deficit of £2.1m in 2009 has been turned into a small surplus in 2010. I would very much like to congratulate our executive team and particularly David Sulkin our Chief Executive for the professional and sensitive way that this has been achieved. He and the team have done sterling work this year and we all owe them our thanks for a difficult job very well done.*

*Notwithstanding the significant support from the Welfare State it is becoming increasingly apparent that with current fiscal cutbacks, vulnerable people may find themselves even more vulnerable. This is especially true of older people needing care in their own homes or within the care system. With recent news reports of local authority home-workers allocated fifteen minutes for visiting an elderly person, followed by news of Southern Cross's precarious financial care-home situation, we at the Fund know that the advice, guidance, comradeship and, crucially, the financial support that we provide is vital for those who have spent their lives in a vocational and often poorly paid profession.*

*Equally, a working musician, mid career, who has unwelcome news of an illness or an accident, is often immediately out of work. There are occupational pit-falls too. For example focal dystonia is a really nasty condition that cuts dead the careers of almost 1% of musicians. Dystonia is a task-specific movement disorder which manifests itself as*

*a loss of voluntary motor control in excessively trained movements There are also more familiar occupational issues, like irregular working patterns, nerves, career insecurity all of which pose particular threat to musicians*

*It would be wrong, however, to paint too gloomy a picture. The making of music is clearly a highly valued source of joy and satisfaction to musicians and audiences alike It is a wonderful profession and we all feel privileged to be associated with a fund that does so much to help musicians along the way This includes, of course, our work with young musicians just entering the profession and of course the support that we provide to a wide variety of music organisations in many different fields*

*You have our annual review before you and have also been provided with a financial summary, which is hot off the press Particularly welcome is that after several years of decline we have seen an upturn in legacies In 2010 gifts in Wills increased to £2 2m from £1 6m the previous year and whilst it is too soon to say if this indicates a reversal of the downward trend, we really are particularly grateful to those who continue to think of musicians in this way. The only cautionary note is that overall the way in which people are leaving legacies is changing. The entire charity sector is noticing a trend towards the division of estates between several charities, which adds to the costs of administration With so many worthy causes competing for funding none of us can rely too heavily on legacy income We must continue to look to other ways of raising funds and publicising our work and to appeal particularly to all music lovers in all genres of music to consider supporting the Fund*

*I would like once again to thank all the Chairmen and members of our committees for their commitment to our work, particularly Audrey Hills, Ron Corp, Bill Parker and Caragh Merrick We are fortunate indeed to have such professional and dedicated trustees, all of whom give freely of their time. I would also like to welcome a new trustee, Kathryn Langridge, who joins us from the City and is already an experienced Charity trustee*

*In this context there is always a danger in mentioning names because all the Fund's trustees bring unique talents to the table and they are all wonderful to work with*

*Finally I would like to thank our supporters, without whom we could not help musicians as much as we do In particular I would like to mention co-opted committee members and partner organisations, BAPAM and Making Music Thanks must also go to our Advisory Council, led by our President, Sir Peter Maxwell Davis Sir Peter, who cannot be with us this morning but who will be with us at lunch, is an active supporter of our work Last week at the St Magnus Festival in the Orkneys, when a mobile 'phone rang twice at a concert, Sir Peter suggested that all such miscreants should be subjected to a hefty fine which would then be donated to our Fund Although we are unlikely to see the formation of a mobile 'phone police force, his proposal attracted a great deal of press attention which certainly helps our cause!*

*More importantly, Sir Peter has kindly written an anthem which will receive its premiere at the last night of the Proms on 10 September this year This exuberant anthem is a 'thank you' to the Promenaders' Musical Charities for their-term fundraising for us over many, many years*

*The Executive committee has faced some tough decisions in 2010 but our focus is and always will be the welfare of professional musicians We are now in a much stronger position effectively to meet our charitable objects and fulfil our obligations to those who by making music contribute so much to our society*

## **2 3 Treasurer's Report**

The Honorary Treasurer referred to pages 15 and 16 of the report which showed a deficit of over £2m in 2009 This had been a wakeup call Staff costs have now been reduced by 30% £1 7m had been spent in grants. However, legacies received were £1 1m above budget resulting in a total of £2 3m Donations were up to £471k Investment income was steady Referring to page 16 of the report the Hon Treasurer said the 2010 bottom line was the Fund had £41 8m in unrestricted funds This must be looked at in context as the Fund had substantial long term commitments and depends on income from investments to maintain the charity's business

There were no questions and the Chairman asked for a proposer of the adoption of the accounts. They were proposed by Patric Stanford and seconded by David Lester Agreed

### **3. MEMORANDUM and ARTICLES**

The Chief Executive said the update to the Memorandum and Articles had been updated to comply with the 1998 Charities Act and Companies Act of 2006. Many small adjustments had been made to the new Articles and Memorandum in order to reflect contemporary custom and practice and in order for them to comply with contemporary regulations. The significant proposed changes were that trustees should serve a maximum of three terms of three years each totalling nine years in all with the option of an extra year by year term served by trustees who had a particular skill or knowledge needed by the Executive committee. Extensions are to be proposed by the Chairman and supported by the Executive committee.

The other principle proposed change was the provision to remunerate trustees for musical services. This would not include such things as legal or financial advice. It would only be for musical work. The detailed regulation concerning this process would be added as an aide memoir for the Executive committee.

Patric Stanford asked if the same stipulations for rotation would apply to members of the Advisory council. The Chief Executive said that, at present there is no rotation system for members of the Advisory council.

Mr Stanford then asked, that given the role of Britain in Europe and European regulations, was there to be a review of the three-year residency rule for musicians, their spouses, partners and dependents? The Chief Executive said that the charitable objects could only be changed in consultation with the Charity Commission and the Fund would be looking at this subject. He said each case would be taken case by case.

The Chairman asked for a proposer and seconder to the amendments. They were proposed by Caragh Merrick and seconded by Patric Stanford. A vote was taken and unanimously passed including four proxy votes given to the Chairman.

The Members of the Company unanimously passed a Special Resolution

That the Company exercise the power conferred by section 21(1) of the Companies Act 2006 to amend the Company's Articles of Association by adopting the Articles of Association in the form produced to the meeting, and for the purposes of identification initialled by the Chairman, in substitution for, and to the exclusion of, the existing Articles of Association.

### **4. RE-ELECTION OF MEMBERS WHO HAD RETIRED BY ROTATION**

In accordance with Article 35.1 Ron Corp, David Lester, The Hon. Richard Lyttelton, Jane Manning and William Parker retired by rotation. All indicated their willingness to be re-elected. Each re-election was taken separately and all agreed unanimously.

Ron Corp was proposed by Martin Neary

David Lester was proposed by Jane Manning

The Hon. Richard Lyttelton was proposed by Ron Corp

Jane Manning was proposed by Audrey Hills

William Parker was proposed by Caragh Merrick

### **5. ELECTION OF A NEW MEMBER OF THE EXECUTIVE COMMITTEE**

Kathryn Langridge was co-opted on to the Executive committee on 9 December 2010. She offered herself a new member of the Executive Committee for formal election at the AGM.

Proposed by The Hon. Richard Lyttelton and seconded by William Parker

## **6. RE-APPOINTMENT OF HAYSMACINTYRE**

On recommendation of the Finance committee and in accordance with the provision of Section 385(2) of the Companies Act 1985, haysmacintyre having agreed to act for a further period, the Chairman proposed their re-appointment, and that their remuneration should be fixed by the Finance sub-committee. This was seconded by Christopher Yates and agreed unanimously.

## **VOTES OF THANKS**

The Chairman thanked all of the professional advisors to the Musicians Benevolent Fund, haysmacintyre, Barclays Wealth, UBS, Rathbones, HSBC, IBB Solicitors and Payne Hicks Beach. The Chairman also thanked Dr Trevor Hudson as the honorary medical advisor who sadly could not attend.

The Chairman thanked the chairmen and members of the sub-committees, the members of the Advisory Council, the staff and volunteers of the Musicians Benevolent Fund for their significant contribution to the Funds work in 2010.

The Chairman thanked everyone for coming to the AGM.

Following the votes of thanks and there being no further business, the formal part of the Meeting was concluded. It was followed by a presentation from the Chief Executive and a short musical interlude before lunch. Music was provided by Hannah Sandison [soprano], accompanied by Belinda Jones on the piano.

**THE COMPANIES ACT 2006**

**Company not having a share capital**

**Articles of Association**

**and Memorandum of Association**

**of**

The logo for the Musicians Benevolent Fund. It features the words "Musicians", "Benevolent", and "Fund" stacked vertically in a large, bold, sans-serif font. The text is enclosed within a thin, black, horizontal oval frame that is slightly open at the top and bottom.

**Musicians  
Benevolent  
Fund**

**Incorporated 16 December 1930**

**(Amended by special resolutions passed on 7 April 1932, 29 March 1950, 3 July 1980, 8 December 1987, 27 July 1994, 6 October 1998 and 30 June 2011)**

**Company No: 00252783**

**Charity No: 228089**

## **ARTICLES OF ASSOCIATION**

### **GENERAL**

**1** In the Articles unless the context requires otherwise

the Articles	means the Association's articles of association
the Association	means the company intended to be regulated by the Articles
the Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association
clear days	<p>in relation to the period of a notice means a period excluding:</p> <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given, and</li><li>• the day when for which it is given or on which it is to take effect,</li></ul>
the Commission	means the Charity Commission for England and Wales;
the Council	means the Advisory Council for the time being of the Association
electronic form	has the meaning given in section 1168 of the Companies Act 2006
the Executive Committee	means the Executive Committee for the time being of the Association Each member of the Executive Committee shall be a director of the Association and a charity trustee as defined by section 97 of the Charities Act 1993
in writing	means written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form
month	means calendar month
Office	means the registered office of the Association
Seal	means the common seal of the Association

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

Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Association.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

2 The Association is established for the Objects expressed in the Memorandum of Association

#### **MEMBERS**

3 The number of the members with which the Association proposes to be registered is 100, but the Executive Committee may from time to time register an increase of members

4 The provision of Section 113 of the Companies Act 2006 shall be observed by the Association, and every member of the Association shall, on becoming a member, either sign the register of members or sign a written consent to become a member in such form as the Executive Committee may from time to time prescribe

5 The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership shall be members of the Association

6 Membership of the Association shall be personal to each Member, and shall not be transferable

7 A member of the Association shall forthwith cease to be a member if

- (a) he shall die, or, if an organisation, cease to exist, or
- (b) he shall resign by giving notice in writing of his intention so to do unless, after the resignation there would be fewer than two members, or
- (c) he shall be removed from membership by a resolution of at least three-quarters of the members present and voting at a General Meeting specially convened for the purpose, at which he shall have been given a proper opportunity of attending and of being heard

#### **GENERAL MEETINGS**

8 The first general meeting of the Association shall be held at such time not being less than one month, nor more than three months, from the incorporation of the Association and at such place as the Executive Committee may determine

9 An Annual General Meeting shall be held once in every calendar year at such time and place as may be determined by the Executive Committee provided that every Annual General Meeting, except the first, shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting

10 The Executive Committee may call a General Meeting whenever they think fit

11 1 The minimum periods of notice required to hold a general meeting of the Association are

- (a) fourteen clear days for an Annual General Meeting or a General Meeting called for the passing of a special resolution,
- (b) fourteen clear days for all other General Meetings

11 2 A General Meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting together holding not less than 90 percent of the total voting rights



11.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and articles 24-28.

11.4 The notice must be given to all the members and to the members of the Executive Committee and auditors.

12 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.

#### **PROCEEDINGS AT GENERAL MEETINGS**

13 All business shall be deemed special that is transacted at a General Meeting, with the exception of the consideration of the accounts and balance sheet, and the reports of the Executive Committee and of the Auditors, the election of members of the Executive Committee and other officers in the place of those retiring by rotation and the appointment and fixing of remuneration of the Auditors.

14 No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided the quorum shall be three members personally present. The authorised representatives of any member organisation shall be counted in the quorum.

15 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, or during a meeting a quorum ceases to be present, the meeting, if convened on 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, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

16 With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, at least ten clear days' notice of the adjourned meeting shall be given stating the date, time and place of the meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

17 The Chairman or, in his absence the Deputy chairman of the Executive Committee, shall preside at every General Meeting, but if there be no such Chairman or Deputy chairman, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present, in person or by proxy, shall choose some member of the Executive Committee or if no such member be present or if all the members of the Executive Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

18 At all General Meetings, a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an

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entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution

19 If a poll be demanded in the 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 a resolution of the meeting at which the poll was demanded

20 In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote

21 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded

22 The Chairman of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting

#### **VOTES OF MEMBERS**

23 Subject as hereinafter provided, every member shall have one vote

24 Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting

25 Votes may be given either personally or by proxy Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right A corporation may vote by its duly authorised representatives as provided by Section 323 of the Companies Act 2006

26 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf

27 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no notice in writing of the death or revocation shall have been received at the Office one hour at least before the time fixed for holding the meeting

28 Any instrument appointing a proxy shall be in the following form, or as near thereto as circumstances will admit:

**"MUSICIANS BENEVOLENT FUND**

I,

of

a member of MUSICIANS BENEVOLENT FUND and entitled to votes (votes), hereby appoint

of

another member of the Association, and failing him,

of

another member of the Association, to vote for me on my behalf at the general meeting of the Association to be held on the day of \_\_\_\_\_ and at every adjournment thereof

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_ "

Signed

29 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

**WRITTEN RESOLUTIONS**

30 1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that

- (a) a copy of the proposed resolution has been sent to every eligible member,
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and
- (c) it is contained in an authenticated document which has been received at the Office within the period of 28 days beginning with the circulation date

30 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement

30 3 In the case of a member that is an organisation, its authorised representative may signify its agreement

**EXECUTIVE COMMITTEE**

**MEMBERS OF THE EXECUTIVE COMMITTEE**

31 The business of the Association shall be managed by an Executive Committee composed of not more than twenty members of the Association, who shall be elected by the members at an Annual General Meeting and shall retire as hereinafter provided No person who is not a member of the Association shall be eligible for election to the Executive Committee

32 Each member of the Executive Committee must be a natural person aged 16 years or over

33 No one may be appointed a member of the Executive Committee if he would be disqualified from acting under the provisions of Article 45

34 A member of the Executive Committee shall vacate his office at the conclusion of the Annual General Meeting commencing next after he attains the age of 75, but acts done by a person as member of the Executive Committee are valid notwithstanding that it is afterwards discovered that his appointment had terminated under this subsection

35 1 At each Annual General Meeting, one third of the members of the Executive Committee (or as near thereto as practicable) shall retire in rotation. The members to retire shall be those who have held office the longest, and in every case of equality of length of service they should be selected alphabetically

35 2 Subject to article 35 3, a retiring member of the Executive Committee shall be eligible for re-election up to twice but may not serve more than a maximum of three consecutive terms together totalling nine years. For the avoidance of doubt, any member of the Executive Committee who will have served a total of nine consecutive years as at the date of any Annual General Meeting or who will have served such period within six months following such Annual General Meeting shall retire at that Annual General Meeting whether or not they are due to retire in rotation in accordance with article 35 1

35 3 A member of the Executive Committee who has served three consecutive terms of office shall be eligible for re-election for one or more consecutive periods of one year each, if the Executive Committee resolves in advance of each such one year period that special circumstances apply which mean that it is in the best interests of the Association for him to be so eligible. For the avoidance of doubt, any member of the Executive Committee who has been elected pursuant to this article 35 3

(a) shall retire at the Annual General Meeting following the Annual Meeting in which he is elected and (b) shall not be included thereafter in applying article 35 1

35 4 For the avoidance of any doubt, any term which commenced prior to the Annual General Meeting of 2011 shall not be counted in applying article 35 2

36 Casual vacancies in the Executive Committee may be filled by the Executive Committee, but all such appointees shall be subject to re-election at the next Annual General Meeting, and the continuing members of the Executive Committee may continue to act notwithstanding vacancies so long as there are not less than seven members thereof

#### **POWERS OF THE EXECUTIVE COMMITTEE**

37 1 Subject to the Companies Acts, the Articles and Memorandum and any special resolution, the Executive Committee is responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association, provided that

(a) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee

(b) Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee

38 Subject as aforesaid and to the Articles, the Executive Committee may from time to time make such regulations (not inconsistent with the Articles, and not amounting to an addition or alteration thereof such as could only legally be made by Special Resolution) as it may think fit for the management, conduct and regulation of the affairs of the Association and the proceedings of the Executive Committee and any committees

39 Where the Association has appointed a Company Secretary, the Executive Committee may from time to time by resolution appoint a temporary substitute for the Company Secretary and any persons so appointed shall for all the purposes of the Articles be deemed during the term of his appointment to be the Company Secretary

40 The seal of the Association shall only be used by the authority of the Executive Committee or of a committee of members of the Executive Committee authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two members of the Executive Committee and by the Company Secretary (if any)

41 Cheques on the Association's bankers, until otherwise from time to time resolved upon by the Executive Committee, shall be signed by at least two members of the Executive Committee and countersigned by the Company Secretary (if any). The Association's banking account shall be kept with such banker or bankers as the Executive Committee shall from time to time determine

#### **COMMITTEES OF THE EXECUTIVE COMMITTEE**

42 1 Subject to the Articles, the Executive Committee may delegate any of the powers or functions which are conferred on it 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 such matters, and
- (e) on such terms and conditions as they think fit

but the terms of any delegation must be recorded in the minute book

42 2 If the Executive Committee so specifies, any such delegation may authorise further delegation of the Executive Committee's powers by any person to whom they are delegated

43 3 The Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions

43 1 Committees to which the Executive Committee delegates any of its powers must follow procedures which are based, as far as they are applicable, on those provisions of the Articles and the Act which govern the taking of decisions by the Executive Committee

43 2 The Executive Committee 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

#### **DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

44 The Association may, by Extraordinary Resolution, remove any member of the Executive Committee before the expiration of his period of office, and may, by an Extraordinary Resolution, appoint another member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

45 The office of a member of the Executive Committee shall be vacated if he

(a) ceases to be a member of the Executive Committee by virtue of any provision in the Companies Acts or is prohibited by law from being a director

(b) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

(c) ceases to be a member of the Association

(d) becomes incapable by reason of mental disorder, illness or injury of managing his own affairs

(e) resigns as a member of the Executive Committee by notice to the Association (but only if at least two members of the Executive Committee will remain in office when the notice of resignation is to take effect)

(f) is absent without the permission of the Executive Committee from all their meetings held within a period of six consecutive months and the Executive Committee resolves that his office be vacated

#### **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

46 1 Subject to the Articles, the Executive Committee may regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business Unless otherwise determined, four shall be a quorum

46 2 Members of the Executive Committee participate in a meeting of the Executive Committee or part of such a meeting, when

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

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

46 3 In determining whether members of the Executive Committee are participating in such a meeting it is irrelevant where any member is or how they communicate with each other

46 4 If all the members of the Executive Committee are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

47 A meeting of the members of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Executive Committee generally

48 1 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

48 2 A resolution in writing signed or approved by letter or facsimile transmission or electronic communication (or in such other matter as the Executive Committee may approve) by or on behalf of all the members of the Executive Committee entitled to vote on such resolution and to be counted in the quorum at a meeting of the Executive Committee for the purposes of such resolution shall be valid and effective as if it had been passed at a meeting of the Executive Committee duly

convened and held. Such a resolution may consist of several documents each signed or approved by or behalf of one or more members

49 On the request of a member of the Executive Committee the Company Secretary to the Association shall, at any time, summon a meeting of the Executive Committee by notice served upon the members of the Executive Committee. If there is no Company Secretary to the Association or the Company Secretary to the Association fails to summon the meeting within 24-hours of being asked to do so, then the member of the Executive Committee may summon the meeting himself

50 The Executive Committee shall, from time to time, elect a Chairman and may also elect a Deputy Chairman. The Chairman shall preside at all meetings of the Executive Committee at which he shall be present and in his absence the Deputy Chairman shall preside. The Executive Committee may at the time of appointment or thereafter determine for what periods the Chairman and Deputy Chairman are to hold office and may terminate the period of office if it thinks fit. If no such Chairman or Deputy Chairman be elected, or if at any meeting neither be present within five minutes after the time appointed for holding a meeting, the members of the Executive Committee present shall choose someone of their number to be Chairman of the meeting

51 The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by the Articles or delegated to him by the Executive Committee

52 The Executive Committee shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Executive Committee and of any committee of the Executive Committee, 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 conclusive evidence without any further proof of the facts therein stated

#### **DECLARATIONS AND CONFLICTS OF INTEREST**

53 A member of the Executive Committee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association, which has not previously been declared. A member of the Executive Committee must absent himself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his duty to act solely in the interests of the Association and personal interest (including but not limited to any personal financial interest)

54 1 If a conflict of interest arises for a member of the Executive Committee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the un-conflicted members of the Executive Committee may authorise such a conflict of interest where the following conditions apply

(a) the conflicted member of the Executive Committee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person

(b) the conflicted member of the Executive Committee does not vote on any such matter and is not to be counted when considering whether a quorum of members of the Executive Committee is present at the meeting, and

(c) the un-conflicted members of the Executive Committee consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying

54 2 In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a member of the Executive Committee or to a connected person

#### **VALIDITY OF DECISIONS OF THE EXECUTIVE COMMITTEE**

55 1 Subject to article 53, all acts done by the Executive Committee, or of a committee of the Executive Committee, shall be valid notwithstanding the participation in any vote of a member of the Executive Committee

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the Articles to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise,

if without

- (d) the vote of that member of the Executive Committee, and
  - (e) that member of the Executive Committee being counted in the quorum,
- the decision has been made by a majority of the members of the Executive Committee at a quorate meeting

55 2 Article 54 does not permit a member of the Executive Committee to keep any benefit that may be conferred upon him by a resolution of the members of the Executive Committee or of a committee of members of the Executive Committee if, but for article 55, the resolution would have been void, or if the member of the Executive Committee has not complied with article [53]

#### **DIRECTORS' INDEMNITY AND INSURANCE**

56 1 The Association may indemnify a relevant director against any liability incurred by him in that capacity

56 2 The Association may decide to purchase and maintain insurance at the expense of the Association, for the benefit of any relevant director in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993

56 3 In this article a "relevant director" means any member or former member of the Executive Committee

#### **MEANS OF COMMUNICATION**

57 1 Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of the Companies Acts to be sent or supplied by or to the Association

57 2 Subject to the Articles, any notice or document to be sent or supplied to a member of the Executive Committee in connection with the taking of decisions by the members of the Executive Committee may also be sent or supplied by the means which that member of the Executive Committee has asked to be sent or supplied with such notices or documents for the time being



## **NOTICES**

**58** Any notice to be given to or by any person pursuant to the Articles.

- (1) must be in writing, or
- (2) must be given in electronic form

**59 1** The Association may give any notice to a member either

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his address, or
- (c) by leaving it at the address of the member, or
- (d) by giving it in electronic form to the member's address

**59 2** A member who does not register an address with the charity shall not be entitled to receive any notice from the charity

**60** A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called

**61 1** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

**61 2** Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

**61 3** In accordance with section 1147 of the Companies Act 2006, a notice shall be deemed to be given

- (a) 48 hours after the envelope containing it was posted, or
- (b) in the case of an electronic communication, 48 hours after it was sent

**62** Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Association

## **ACCOUNTS**

**63 1** The members of the Executive Committee must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

**63 2** The members of the Executive Committee must keep accounting records as required by the Companies Acts

64 The books of account shall be kept at the Office, or at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the members of the Executive Committee

65 Except as provided by law or authorised by the Executive Committee or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member

#### **AUDIT**

66 Once at least in every year the accounts of the Association shall be examined and the correctness of the accounts and balance sheet ascertained by one or more properly qualified Auditor or Auditors

67 Auditors shall be appointed and their duties regulated in accordance with Sections 485 to 488 of the Companies Act 2006

#### **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

68 1 The members of the Executive Committee must comply with the requirements of the Charities Act 1993 with regard to

- (a) the transmission of the statement of accounts to the Charity Commission
- (b) the preparation of an Annual Report and its transmissions to the Charity Commission
- (c) the preparation of an Annual Return and its transmission to the Charity Commission

68 2 The members of the Executive Committee must notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities

#### **THE COUNCIL**

69 1 The Executive Committee may, by resolution, invite members of the Association or former servants of the Association or notable supporters of the Association at the Executive Committee's discretion to be members of the Council

69 2 It shall be a matter for the Executive Committee from time to time to determine the role, duties, terms and activities of members of the Council, provided that no member of the Council may exercise any executive function or power

70 Any member of the Executive Committee receiving an invitation to become a member of the Council shall thereupon cease to be a member of the Executive Committee, and no member of the Council shall be eligible for election to the Executive Committee whilst he remains a member of the Council

71 Members of the Council shall be obliged to agree to take office subject to the provisions of Article 45 of the Articles save that sub-clause (c) thereof shall not be applicable in this case

72 The Chief Executive to the Association shall be the Secretary to the Council Where there is no Chief Executive to the Association, the Chairman of the Executive Committee shall appoint some other person to act as Secretary to the Council

73 The Council shall meet for ordinary meetings at least once in every year

74 Prior to every ordinary meeting of the Council, the Chairman of the Executive Committee shall cause to be prepared a report on the Association's finances, proposals and policy in such form and in such detail as he shall think fit which shall be referred to each ordinary meeting of the Council Following every ordinary meeting of the Council, the Chairman of the Council may, if the Council so desires, transmit to the Chairman of the Executive Committee any comments that the Council may wish to make relating to the work of the Association or its future development and the Chairman of the Executive Committee shall bring such comments to the attention of the Executive Committee at the next available meeting but the Executive Committee shall not be obliged to act on any recommendations or proposals or comments made by the Council

75 The Council may hold extraordinary meetings at any time provided that at least four members of the Council have made written request for such meeting to the Chief Executive of the Association who also serves as Secretary of the Council and subject to the period of notice referred to in Article 77 hereof

76 The Chairman of the Executive Committee shall be entitled to attend all meetings of the Council, whether ordinary or extraordinary, and shall be given notice of any such meeting The Chairman of the Council and the Chairman of the Executive Committee may decide that other members of the Executive Committee and members of staff of the Association may also attend any such meeting

77 The Secretary of the Council shall give at least fourteen days' notice to all members of the Council of any meeting of the Council unless the Council shall resolve at the meeting to accept a period of shorter notice

78 The quorum for a meeting of the Council, whether ordinary or extraordinary, shall be four

79 Article 52 shall apply in relation to meetings of the Council as it applies to meetings of the Executive Committee

80 The Council shall elect its own Chairman from time to time and for such period as the Council might think fit Such Chairman may be but need not necessarily be the President or a Vice-President or Patron of the Association

81 Save as is provided in the Articles, the procedure of the Council at all meetings, whether ordinary or extraordinary, shall be at the Council's discretion

82 All members of the Council shall be entitled to receive the minutes of meetings of the Executive Committee, save in relation to any confidential minutes All members of the Executive Committee shall be entitled to receive the minutes of meetings of the Council, save in relation to any confidential minutes

#### **PRESIDENT, VICE-PRESIDENT AND PATRONS**

83 1 The Executive Committee may, from time to time, appoint a President of the Association, and one or more Vice-Presidents of the Association and one or more Patrons of the Association

83 2 Prior to appointing any President, the Executive Committee shall consult the Advisory Council

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**83 3** It shall be a matter for the Executive Committee, from time to time, to determine the role, duties, terms and activities of the position of President, Vice-President or Patron provided that no such appointee may exercise any executive function or power

**83 4** The Executive Committee may terminate any such appointment on notice to the relevant holder of the relevant position

## MEMORANDUM OF ASSOCIATION

The provisions of this Memorandum form part of the Articles of Association of the Musicians Benevolent Fund

- 1 The name of the Association is "MUSICIANS BENEVOLENT FUND"
- 2 The registered office of the Association will be situated in England and Wales
- 3 (a) The objects for which the Association is established (the "Objects") are
  - (1) To relieve need and advance education among musicians, and among those persons who work or have worked in professions or occupations closely connected with music and who in the opinion of the Association have rendered valuable service to music, not being members of the Association, who were born in the British Isles or who are citizens of the United Kingdom of Great Britain and Northern Ireland by birth, descent or naturalisation or who are domiciled or have been resident for three years in the British Isles, and their spouses, children or other dependants
  - (2) To advance musical education among musicians and also among members of the public
- (b) In furtherance of the Objects but not further or otherwise the Association shall have the following powers (and in relation to the powers hereinafter set out the expression "musicians" shall, where the context so admits, specifically include musicians and the persons mentioned in clause 3(a) (1), and the limitation set out in that sub-clause shall apply to all references to 'musicians' but such references shall include their spouses, children or other dependants)
  - (1) To assist by grants in aid or otherwise needy or deserving musicians
  - (2) To provide pensions for musicians and to assist them by providing them with clothes, instruments, medical or dental treatment, or procuring them introductions, employment or admission to a home or aiding them with advice or counsel
  - (3) To provide and maintain a nursing home or homes and/or house or houses or convalescent home or homes or other accommodation for musicians should they be in need
  - (4) To provide a sum of money for any needy or deserving person towards his final education as a musician
  - (5) To assist musical societies and to contribute to scholarships for musical purposes or other forms of musical education either by means of grants or by the provision to the said societies of the services of musicians
  - (6) To assist musical societies, libraries and educational institutions by donating, lending or otherwise transmitting to the said societies, libraries or institutions specific objects, including books and manuscripts, which have been given or bequeathed to the Association and which are judged by the Association to be appropriate for such society, library or institution

(7) To assist or co-operate with any musical charity or society or musical undertaking, not being for the purposes of profit

(8) To take steps by personal or written appeals, by advertising, meetings, competitions, concerts, entertainments, dinners, or otherwise, for the purpose of procuring contributions to the Funds of the Association or other musical charities in the form of donations, annual subscriptions or otherwise. In doing so, the Association must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulation

(9) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections

(10) To sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Association. In exercising this power, the Association must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006

(11) To undertake and execute the office of sole trustee or one of the trustees or custodian trustee of any charitable trust or scholarship or prize fund concerned with music (and to undertake and execute any such trust the undertaking of which may seem desirable) or to administer any such charitable trust or scholarship or prize fund either gratuitously or for payment or otherwise

(12) To undertake and execute any other trusts which may lawfully be undertaken by the Association and may be conducive to its objects

(13) To borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Association must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land

(14) To

- (i) deposit or invest funds,
- (ii) employ a professional fund-manager, and
- (iii) arrange for the investments or other property of the charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000

(15) To establish and support, or aid in the establishment and/or support of any charitable association or institution, and to subscribe or guarantee money for charitable purposes connected with the purposes of the Association or calculated to further its objects

(16) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity

(17) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves

(18) To employ and remunerate such staff as are necessary for carrying out the work of the Association. The Association may remunerate a member of the Executive Committee only to the extent it is permitted to do so by paragraph 4 of this Memorandum and provided it complies with the conditions in that clause

(19) To provide indemnity insurance for the members of the Executive Committee in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993

(20) To do all such other lawful things as shall further the attainment of the above objects or any of them

Provided that the Association shall not support with its funds any object, which if an object of the Association would make it a Trade Union or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if such regulation, restriction or condition were contained in the objects clause of the Memorandum of Association would make it a Trade Union

Provided also that in case the Association shall hold or take any property which may be subject to any Trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such Trusts

Provided also that, in case the Association shall take or hold any property subject to the jurisdiction of the Commission, the Association 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 Executive Committee shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected, and in the incorporation of the Association shall not diminish or impair any control or authority exercisable by Chancery Division, or the Commission over such Executive Committee but they shall as regards any such property be subject jointly and separately to control or authority as if the Association were not incorporated

(21) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

4 The income and property of the Association shall be applied solely towards the promotion of the Objects, and no portion of it 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 and no member of the Executive Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee

Provided that nothing herein shall prevent any payment in good faith by the Association

(a) Of reasonable and proper remuneration to any officer, servant or member of the Association (not being a member of such Executive Committee) for any services actually rendered to the Association

(b) Of reasonable and proper remuneration to a member of the Executive Committee for the supply of services or of goods that are supplied in connection with the provision of services,

to the Association, where that is permitted in accordance with, and subject to the conditions in sections 73A to 73C of the Charities Act 1993

(c) Of fees to any professional firm of which any member of the Executive Committee may be a member, or to which he may be a consultant, subject to the following conditions

- (i) No such fees shall be paid for work carried out or advice given by such member of the Executive Committee himself, but only in respect of work carried out or advice given by other members or employees of his firm
- (ii) No such fees shall be paid save in accordance with a resolution of the Executive Committee
- (iii) No member of the Executive Committee to whose firm it is proposed professional fees shall be paid nor to whose firm fees may be paid pursuant to a prior resolution shall be entitled to vote on such resolution
- (iv) Such resolution may prescribe the period of time during which fees may be paid, and a procedure for agreeing the basis on which fees are to be charged, or approving the payment of fees rendered

(d) To any member of the Association, including any member of such Executive Committee of

- (i) Reasonable out-of-pocket expenses necessarily incurred in connection with the business of the Association
- (ii) Interest at a rate not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Association's bank on any money lent by such member to the Association
- (iii) Reasonable and proper rent for any premises demised or let by such member to the Association

(e) Of fees, remuneration or other benefit in money or moneys worth to any company of which such member may be a member holding not more than one hundredth part of the capital of that company

## **5 The liability of the members is limited**

**6** 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 amongst themselves, such amount as may be required not exceeding £1

**7** 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 or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of paragraph 4 of this Memorandum, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a judge of the High Court of Justice having jurisdiction in respect of charitable funds, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object



**Names, addresses of the subscribers. December 1930**

Lord Henry Bentinck  
16 Queen Anne's Gate  
London SW1

Landon Ronald  
34 Warwick Avenue  
London W9

Maud Warrender  
2 Holland Park  
London W11

Roger Quilter  
7 Montagu Street  
London W1

Gertrude Norman  
51a Holland Park  
London W11

Gerald M Cooper  
18 Upper Cheyne Row  
London SW3

Henry Plunkett Greene  
65 Holland Park Road  
London W14

Hilda Venn  
18 South Street  
London SW7

Marjorie Phelps  
Hill Lodge  
Campden Hill Square  
London W8

Antoinette Esher  
21 Hill Street  
London W1

Laura Henderson  
18 Rutland Gate  
London SW7

Ralph Ainsworth Holden  
5 John Street  
London WC1

Edith Raphael  
43 Grosvenor Street  
London W1

Earl of Shaftesbury  
St Giles House  
Wimbourne St Giles  
Dorset

Dated this 3<sup>rd</sup> day of December 1930

Witness to the signature of Lord Henry Bentinck

FB Punchard  
Kirby Lonsdale

Witness to all the above signatures other than Lord Henry Bentinck

Frank Thistleton  
16 John Street  
London WC1