

Agenda for Halsway Manor Society Ltd 42nd Annual General Meeting  
to be held at 2 00pm on Sunday 7th October 2007  
at Halsway Manor, Crowcombe, Somerset, TA4 4BD

Registered Charity No 247230 - Company No. 849615

1. Apologies for Absence
2. Minutes of the Annual General Meeting 2006
3. Matters Arising
4. Annual Report
5. Annual Accounts
6. Election of Council Members
7. Appointment of A C Mole & Sons as Auditors for 2007/8 and to authorise Council to set the level of their fees
8. Subscriptions It is proposed that next year (2008) there will be no increase in members' subscriptions which remain at the rate of £12 for a year for each member.
9. **Special Resolutions to the A G M – (requiring two-thirds majority)**

The following resolution to amend the Memorandum of Association has already been submitted to the Charity Commission After some small amendments, the Charity Commission have given their approval for the proposed Memorandum of Association.

To complete the process the resolution in its final shape is being presented at the AGM for the members' approval.

After approval is given by the AGM, the Charity Commission have to be advised and they then record the amendment as part of the Memorandum and Articles of Association of Halsway Manor Society Ltd Any subsequent proposed changes to the Objects clause, in later years, would also need prior approval from the Charity Commission



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**9) cont. Proposed by Council Resolution that Halsway Manor Society Ltd adopts the following draft Memorandum of Association, which incorporates the following changes;**

- 1) Renumber the existing clause 3 to become 3i)
- 2) In clause 3i) after the words "for the benefit of the public" insert the words " the heritage of"
- 3) In clause 3i) after "the public the heritage of English folk" insert the word "music," after the word dances insert "," and delete "and" and after songs insert " , folk traditions and folklore"
- 4) In clause 3i) after "and other folk music, dance" insert " , and delete "and" and after "song" insert " , folk traditions and folklore"
- 5) In clause 3i) after "(including singing games" insert " , literature, painting, street theatre, storytelling, choirs and orchestras" and then after the existing ")," insert "and the promotion of traditional crafts and craftsmanship,"
- 6) In clause 3i) move "(but so that nothing hereinafter contained shall be deemed to empower the Society to pursue any ancillary object which is not exclusively charitable)." to a new place at the end of the new clause 3iii) as shown below in (9).
- 7) In clause 3i) insert after " for the furtherance of the said primary object" " ."
- 8) After clause 3i) insert a new clause "3ii) To promote and encourage historical research and make available to the public the results of such research, including family history, especially when appertaining to folk traditions, folklore and traditional pastimes."
- 9) After the new clause 3ii) insert a new clause "3iii) To the extent that the income and property of the Halsway Manor Society Limited can not be used for the above objects they shall be used for the advancement of the education of the public (but so that nothing hereinafter contained shall be deemed to empower the Society to pursue any ancillary object which is not exclusively charitable)."
- 10) In clause 4i) after "To promote the knowledge and practice of English" insert "(and other)" and after "folk dances, songs," insert "folk traditions, folklore" and after "and music" insert " , traditional crafts and craftsmanship, historical research including family history,"
- 11) In clause 4ii) after "practice of English folk dances, songs," insert "folk traditions, folklore,"
- 12) In clause 4iii) after "performances of folk dances, songs" insert " , folk traditions, folklore"
- 13) In clause 4iv) after "mechanical reproduction of folk dances, songs" insert " , folk traditions, folklore,"
- 14) In clause 4v) after "practice of folk dances, songs" insert " , folk traditions, folklore,"

The effect of these changes is shown in the DRAFT Memorandum of Association following:  
Colour code: green – to be deleted, red – to be inserted.

**10. Any Other Business**

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**THE COMPANIES ACT, 1948.**

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

**MEMORANDUM OF ASSOCIATION  
OF  
HALSWAY MANOR SOCIETY LIMITED.**

As altered by Special Resolution passed  
the XXXXXXXXXXXXXXXX

- 1 The name of the Company ( hereinafter called "the Society" ) is  
"HALSWAY MANOR SOCIETY LIMITED"
- 2 The Registered Office of the Society will be situated in England
- 3
  - i) The primary object for which the Society is established is to advance the education of the public by preserving for the benefit of the public the heritage of English folk music, dances , (and) songs, folk traditions and folklore and other folk music, dance, (and) song, folk traditions and folklore (including singing games, literature, painting, street theatre, storytelling, choirs and orchestras), and the promotion of traditional crafts and craftsmanship, to make them known and to encourage the practice of them in their traditional forms and to use and maintain Halsway Manor as a hub for these activities, and as ancillary thereto and for the furtherance of the said primary object
  - ii) To promote and encourage historical research and make available to the public the results of such research, including family history, especially when appertaining to folk traditions, folklore and traditional pastimes
  - iii) To the extent that the income and property of the Halsway Manor Society Ltd can not be used for the above objects they shall be used for the advancement of the education of the public (but so that nothing hereinafter contained shall be deemed to empower the Society to pursue any ancillary object which is not exclusively charitable)
- 4 In addition to any other powers it may have the Society has the following powers in order to further the objects (but not for any other purpose)
  - i) To promote the knowledge and practice of English (and other) folk dances, songs, folk traditions, folklore and music, traditional crafts and craftsmanship, historical research including family history, by means of dances, schools, classes, examinations, lectures, demonstrations, festivals and other like methods and by the provision of residential board and accommodation and refreshment facilities in connection therewith
  - ii) To promote and encourage research into and study of the origins, development and traditional practice of English folk dances, songs, folk traditions, folklore, and music and their relationship with those of other countries

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- iii) In furtherance of the above objects to promote and co-operate in, demonstrations, festivals and other like performances of folk dances, songs, folk traditions, folklore and music of other countries, whether held in England or elsewhere
- iv) Also in furtherance of the above objects to prepare and publish, issue and make use of, for sale, performance or otherwise, such books, journals, records, reports, and other literature, and means and apparatus for the visual and mechanical reproduction of folk dances, songs, folk traditions, folklore, and music as may seem desirable
- v) To make, obtain and distribute, by sale or otherwise, instruments and other articles of whatever description, requisite for the performance or practice of folk dances, songs, folk traditions, folklore, and music in accordance with the above objects
- vi) To solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional, for the purposes of the Society
- vii) To adopt such means of making known the activities, exhibitions, lectures, demonstrations and festivals of the Society as may seem advisable and to advertise in the press by circulars, by posters and by publishing periodicals and books
- viii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society
- ix) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects
- x) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objects
- xi) To borrow or raise money for the purpose of the Society on such terms and on such security as may be thought fit
- xii) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be for the time being imposed or required by law and subject also as hereinafter provided
- xiii) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects

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- xiv) To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company
- xv) To do all such things as are incidental or conducive to the attainment of the above objects or any of them

Provided that -

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

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*W. J. Gordon*  
*25/10/2007*

- 5 The income and property of the Society, whencesoever derived, shall be applied solely toward the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Society, but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rents for premises demised or let to the Society, provided that the provisions last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment, and of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
- 6 The liability of the members is limited
- 7 Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1
- 8 If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent as least as great as is imposed on the Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object

End

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*25/10/2007*

**Minutes of the 42<sup>nd</sup> Annual General Meeting  
Sunday 7<sup>th</sup> October 2007, 2.15pm**

**Present:** There were 60 members present including B. Sartin (President), D. Little (Chairman), N. Gardner (Company Secretary), A. Hill (Finance Officer)

The Chairman welcomed everyone to the 42<sup>nd</sup> Annual General Meeting and asked all to stand for a minute's silence in memory of Ron Charles and Paul Bull (Director) who had both been associated with Halsway Manor over many years

The Chairman introduced the President, Bonny Sartin and congratulated him and the Yetties for obtaining the Gold Badge which was presented at Sidmouth International Festival in August, and invited him to say a few words

The President commented upon the mix of volunteer and professional helpers who all worked tirelessly for Halsway Manor and wished them every success in the next 41 years

**1. Apologies for Absence**

Apologies were received from 43 members

**2. Minutes of the Annual General Meeting 2006**

The Minutes were circulated

It was proposed by R. Rudd and seconded by G. Elwell that the Minutes be accepted as a true record, and this was agreed by all. The Chairman signed the Minutes

**3. Matters Arising**

R. Rudd asked a question about subscriptions, item 9

The Chairman said that the Council had considered the question of an increase in subscriptions and had disagreed with the proposal and decided not to proceed

**4. Annual Report**

The Chairman reported that this had been a year in which the Manor had taken on more Manor organised events than previously and recorded his grateful thanks to the Events Organiser, Alan Corkett, for his work in this area and also to his wife Christine. He hoped that in this way Halsway Manor could broaden its appeal to more guests

The Chairman remarked that there continues to be a long list of building work requiring attention and that the Board is continuing its efforts in this respect within the limited funds available. He mentioned two large donations, one from Lancashire Folk and one from Mary Ireson in memory of Irene Pike, which had helped considerably with further en-suiting of bedrooms in the Manor and recorded his thanks for these

The Chairman was pleased to inform the Members that in November the old boiler in the basement would be replaced with three new boilers, situated in the loft space

The Chairman remembered Paul Bull, a Director of the Council, who died suddenly earlier in the year. Paul had organised Estates Maintenance for some time and will be greatly missed. On that note, the Chairman asked if any

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Member had any particular skills in that direction, he would like to be informed

The Chairman said that when Graham Roberts moved away from the area, he resigned as Archivist and donated his copyright of The History of Halsway Manor to Halsway Manor Society. The new Archivist is Gillian Payne.

The Chairman thanked the Friends for their continuing support, always being ready to help with donations towards the boiler and other works, and in buying a folding machine for the office to help in the task of folding the many leaflets sent out each week. He also thanked all the Members for their support and especially for volunteer work, which had been estimated to amount to an extra four full time staff.

The Chairman drew attention to the landscaping outside the Long Room, which is an area where gas storage tanks have been installed underground and the lawn flattened.

The Chairman said that there would be a pause in development at the moment, due to a limit in funding.

**5. Annual Accounts**

These were circulated.

The Finance Officer reiterated what the Chairman mentioned in that folk activity is increasing but that trading activities had dropped by one third. He said a rise in inflation together with regulations of Health and Safety and Listed Buildings, made maintenance and improvement of premises very difficult. He said that consolidation was required and that we need to increase income particularly with an increased residential programme. He remarked that money reserves were at rock bottom.

There was a question from Janet Wood – Page 13 – paragraph about Lloyds TSB holding a legal charge. The Company Secretary explained the paragraph and said that they held the Deeds but there was no loan outstanding.

There was a further question from Janet Wood – Page 2, 22 – she asked that plans go ahead for a new Library and that planning permission be obtained and work costed. The Chairman said that there were no funds available at present for this project but that he would discuss this matter with the Council on her behalf. The Finance Officer reported that grants would be required for this and would need matching funding. Cynthia Sartin raised the matter of Heritage Lottery.

It was proposed by the Council and seconded by E Bromell that the Annual Report and Accounts be accepted and this was agreed by all.

**6. Election of Council Members**

Four names were put forward for election. The members all agreed to stand and were accepted. They were

Anthea Deane, Gwen Poole, Susan Swann, Ray Goodswen.

The Chairman thanked Euphine Bromell who was standing down from the Council after 21 years and also her husband Alan who had worked as a volunteer throughout this time. They were thanked by all with a round of applause.

**7. Appointment of A. C. Mole & Sons as Auditors**

The Council asked the Members to approve the appointment of A. C. Mole & Sons as Auditors and this was seconded by Coral Charles and agreed by all.

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*W. Goodswen*  
*25/10/2007*



**8. Subscriptions**

There is to be no increase in subscriptions for 2008 which remain at £12 per year

**9. Special Resolutions to the AGM**

The resolution to amend the Memorandum of Association was circulated  
The Company Secretary explained this resolution and called for questions  
G Woolfe asked about continued research on folk music and links with other music and the Company Secretary confirmed this would be preserved if the amendment was passed

The Company Secretary pointed out a spelling error on P 9, section 8, line 6 which should read "extent at least as great as is imposed on the Society under "

The Council proposed that this resolution be approved and this was seconded by Mrs E Bromell All present agreed also 33 proxy voted in favour

**10. AOB**

1 The Chairman reported that the "William Winter's Quantocks Tune Book" is currently in the Library, published by HMS He thanked Geoff Woolfe who edited the book, who in turn thanked HMS for supporting his work  
Gwen Poole asked how many books had been published and at what cost and how many had been sold It was thought that between 300 and 400 had been sold of the 1000 published at a cost of £5,500

2 Chris Turner talked about becoming Halsway Manor Ambassadors and encouraged Members to see him or Elaine to become an Ambassador, taking leaflets and information about HM further afield He said that at present there were 46 such Ambassadors Gwen Poole said she was an Ambassador and asked for a supply of forms and Chris said he would look into this

3 Janet Wood asked whether young people presently working at Halsway Manor were given training The Manager reported that those working at HM at present are currently on probation but that when this time had elapsed they would be given further training with a view to obtaining NVQs

4 Euphine Bromell on behalf of herself and her husband Alan thanked everyone for their support during her time on the Council and wished the Council all the very best for the future

There being no further business the Chairman closed the meeting at 3 02pm

Frances Oates,  
Minutes Secretary  
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*W. Gordon*  
*25/10/2007*

Number of Company: 849615.

Charity No: 247230

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING SHARE CAPITAL.

**DRAFT**

**Memorandum  
and  
Articles of Association  
of  
Halsway Manor Society Limited.**

Incorporated the 20<sup>th</sup> day of May 1965.

With amendments to 1st October 2006

M&AA/Cover

**THE COMPANIES ACT, 1948.**

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

**DRAFT  
MEMORANDUM OF ASSOCIATION  
OF  
HALSWAY MANOR SOCIETY LIMITED.**

As altered by Special Resolution passed the  
1st. day of October 2006

- 1 The name of the Company ( hereinafter called "the Society" ) is  
"HALSWAY MANOR SOCIETY LIMITED".
2. The Registered Office of the Society will be situated in England.
3. i) The primary object for which the Society is established is to advance the education of the public by preserving for the benefit of the public the heritage of English folk music, dances , (and) songs, folk traditions and folklore and other folk music, dance, (and) song, folk traditions and folklore (including singing games, literature, painting, street theatre, storytelling, choirs and orchestras), and the promotion of traditional crafts and craftsmanship, to make them known and to encourage the practice of them in their traditional forms and to use and maintain Halsway Manor as a hub for these activities; and as ancillary thereto and for the furtherance of the said primary object.  
ii) To promote and encourage historical research and make available to the public the results of such research, including family history, especially when appertaining to folk traditions, folklore and traditional pastimes  
iii) To the extent that the income and property of the Halsway Manor Society Ltd can not be used for the above objects they shall be used for the advancement of the education of the public (but so that nothing hereinafter contained shall be deemed to empower the Society to pursue any ancillary object which is not exclusively charitable).
4. In addition to any other powers it may have the Society has the following powers in order to further the objects (but not for any other purpose):
  - i) To promote the knowledge and practice of English (and other) folk dances, songs, folk traditions, folklore and music, traditional crafts and craftsmanship, historical research including family history, by means of dances, schools, classes, examinations, lectures, demonstrations, festivals and other like methods and by the provision of residential board and accommodation and refreshment facilities in connection therewith.
  - ii) To promote and encourage research into and study of the origins, development and traditional practice of English folk dances, songs, folk traditions, folklore, and music and their relationship with those of other countries.

*On behalf of the Charity Commission MA/1  
for England and Wales,  
consent is hereby given under  
section 64 of the Charities Act 1993  
to these proposed amendments.*

*J. R. Kennedy 14.8.07*

- iii) In furtherance of the above objects to promote and co-operate in, demonstrations, festivals and other like performances of folk dances, songs, folk traditions, folklore and music of other countries, whether held in England or elsewhere.
- iv) Also in furtherance of the above objects to prepare and publish, issue and make use of, for sale, performance or otherwise, such books, journals, records, reports, and other literature, and means and apparatus for the visual and mechanical reproduction of folk dances, songs, folk traditions, folklore, and music as may seem desirable.
- v) To make, obtain and distribute, by sale or otherwise, instruments and other articles of whatever description, requisite for the performance or practice of folk dances, songs, folk traditions, folklore, and music in accordance with the above objects.
- vi) To solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional, for the purposes of the Society.
- vii) To adopt such means of making known the activities, exhibitions, lectures, demonstrations and festivals of the Society as may seem advisable and to advertise in the press by circulars, by posters and by publishing periodicals and books
- viii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
- ix) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects
- x) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objects.
- xi) To borrow or raise money for the purpose of the Society on such terms and on such security as may be thought fit.
- xii) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions ( if any ) and such consents (if any ) as may be for the time being imposed or required by law and subject also as hereinafter provided.
- xiii) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.

*On behalf of the Charity Commission  
for England and Wales,*

MA/2

*consent is hereby given under  
section 64 of the Charities Act 1960  
to these proposed amendments.*

*P. C. Kierulff 14.8.07*

- xiv) To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
- xv) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

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

*On behalf of the Charity Commission  
for England and Wales,  
consent is hereby given under  
Section 64 of the Charities Act 1993*

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*J.C. Kimberley - 14.8.07*

5. The income and property of the Society, whencesoever derived, shall be applied solely toward the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Society; but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rents for premises demised or let to the Society; provided that the provisions last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment; and of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
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8. If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent as least as great as is imposed on the Society under or by virtue of Clause 5 hereof, such institution or institutions to be determined by members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

End

*On behalf of the Charity Commission  
for England and Wales,  
consent is hereby given under  
section 64 of the Charities Act 1993  
to these proposed amendments.*

MA/4

*J. C. Kirtley 14.8.07*