

Company No. 1050006
Charity No. 265103

WEDNESDAY



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18/05/2016

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
Of
CAMBRIDGE HOUSE AND TALBOT**

(Amended by special resolution on 4th October 1995, 16th October 2008, 11th December 2014 and 3rd December 2015)

Interpretations

Definitions

1

In these Articles

2006 Act means the Companies Act 2006 including any statutory modification or re-enactment for the time being in force

Act means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force

Articles means these Articles of Association as amended from time to time by the Members in General Meeting.

Chair means the person elected by the Council to chair General Meetings and meetings of the Council and in respect of any Sub Committee means the person elected by such Sub Committee to chair meetings of such Sub-Committee

Council means the body of persons appointed to perform the duties of directors of the Society and to act as trustees of the Society

The Director means the single person appointed by the Council to control, direct and be responsible for the day to day management of the Society

Employee means anyone holding a contract of employment with the Society or who receives regular remuneration for services rendered to the Society

Member means any individual whose name is recorded in the Register

Register means the record kept of persons who are Members of the Society, their addresses and the dates on which she/he became a Member and ceased to be a Member

Registered Office means the offices of the Society as registered from time to time with the Registrar of Companies

Secretary means any person appointed to perform the duties of the secretary of the Society

Society means the company registered with the name Cambridge House and Talbot

2 *In writing* shall be taken to include references to writing, printing, photocopying, or other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the 2006 Act

Purposes

3 The Society is established for the purpose expressed in the Memorandum of Association

Members

Admission of new Members

4 The Council may in its absolute discretion, admit into Membership, any individual who supports the objects of the Society

Register of Members

5 The society shall maintain a Register in which shall be recorded the name and address of every Member, and the dates on which she/he became a Member and on which she/he ceased to be a Member. Every Member shall either sign a written consent to become a Member or sign the Register to become a Member. A Member shall notify the Secretary in writing within fourteen days of a change to her/his name or address

Entitlement to a copy of the Constitution

6 Every Member shall be entitled, on one occasion only, to receive a copy of the Memorandum and Articles of Association of the Society at no charge

Membership is non-transferable

7 The rights and privileges of a Member are personal and shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member ceasing to be a Member

Membership ceasing

- 8 A member shall cease to be a Member immediately that she/he
- (a) resigns in writing to the Secretary, or
 - (b) dies, or
 - (c) is expelled, by a two-thirds majority vote of those members of the Council present and voting at that meeting, for conduct prejudicial to the Society, provided that any member whose expulsion is proposed shall have the right to make representations to the meeting at which the decision is to be made, having been given reasonable notice of such meeting, or
 - (d) fails to respond within 28 days to a letter asking her/him if she/he wishes to remain a Member. In these circumstances the Council may remove her/his name from the Register.

General Meetings

AGM

9. The Society shall in each calendar year hold a General Meeting of the Members as its Annual General Meeting and shall specify the meeting as such in the notice calling it. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

AGM Business

- 10 The business of an Annual General Meeting shall comprise
- (a) the consideration of the Report and Accounts presented by the Council,
 - (b) the election of members of the Council,
 - (c) the appointment and the fixing of the remuneration of the auditors,
 - (d) such other business as may have been specified in the notice calling the meeting.

General Meetings

- 11 All general meetings other than the Annual General Meeting shall be called General Meetings.

Convening a General Meeting

- 12 The council may, whenever it thinks fit, convene a General Meeting, or a General Meeting may be convened by ten per cent of the Members, as provided by sections 303-305 of the 2006 Act.

Resolutions at General Meetings

- 13 Decisions at General Meetings shall be made by passing resolutions
- (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Society and other decisions so required from time to time by statute shall be made by a special resolution. A special resolution may only be passed by a majority of not less than three-quarters of the votes cast at a General Meeting.
 - (b) All other decisions shall be made by ordinary resolution requiring a simple majority of the votes cast at a General Meeting.

Notice to Members

Notice Period

- 14 The Annual General Meeting and any General Meeting shall be called by at least fourteen clear days' notice

Form and Despatch of Notices

- 15 Any notice to be given to or by any person pursuant to these Articles must be in writing or must be given using electronic communications. The Society may give any notice to a Member either
- (a) personally, or
 - (b) by sending it by post addressed to the Member at his or her address, or
 - (c) by leaving it at the address of the Member, or
 - (d) by giving it using electronic communications to the Member's address

Calculation of Notice Period

- 16 Notice to all meetings shall be given exclusive of the day on which it is served and of the day on which such meeting is to be held and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a special resolution or a proposal to remove the auditors or a member of the Council, such resolution shall be specified exactly in the notice calling that meeting and in the case of all other resolutions the general nature of the business to be raised shall be specified

Deemed Service

- 17 A notice shall be deemed to be given
- (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of any electronic communication, 48 hours after it was sent

Accidental Omission

- 18 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting

Proceedings at General Meetings

Voting including by Proxies

- 19 Every Member shall have one vote on any matter to be decided by a resolution of the Members in General Meeting, as follows
- (a) On a resolution to be decided on a show of hands, only Members present in person may vote. On a resolution to be decided by secret ballot, votes may be cast by Members present in person or by proxy.
 - (b) Any Member may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a Member. Authorisation for a person to act as proxy for a Member must be in writing and signed by the Member appointing the proxy. Any person claiming to be a proxy but failing to produce such written authorisation may be disallowed from voting by the Chair of the meeting.
 - (c) A proxy duly appointed by a Member shall be entitled to exercise any or all rights of the Member on whose behalf he is present, including the ability to vote on a show of hands and to speak at Meetings.

Declaration of Interests

- 20 A Member or proxy at any General Meeting shall declare any interest in, and shall not vote in respect of, any matter in which she/he has a personal material interest or financial interest.

Quorum

- 21 No business shall be transacted at a General Meeting unless and until a quorum of Members, or their proxies, is present in person. Unless and until otherwise decided by a General Meeting, five Members, or their proxies, personally present shall be a quorum.

No Quorum

- 22 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Chair may decide. The Members present at a meeting so adjourned shall constitute a quorum for that meeting only subject to an absolute minimum of two Members present personally.

Chair

- 23 At every General Meeting the Chair shall preside, but if she/he is not present within twenty minutes after the time appointed for the commencement of the meeting, the Members present shall choose a member of the Council to be Chair of that meeting, or if no member of the Council shall be present or willing to act as Chair, then any Member may be chosen to act as Chair for that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

Adjournment by Chair

- 24 The Chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place

Notice of Adjourned Meeting

- 25 Where a meeting is adjourned for thirty days or more or in the circumstances set out in Article 22, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

Voting

- 26 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by the Chair or at least three Members present in person or by proxy. A secret ballot may not be demanded on any question concerning the selection of a Chair for a meeting or on any question of adjournment. Unless a secret ballot is so demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions

Form of Secret Ballot

- 27 If a secret ballot is duly demanded it shall be taken in such a manner as the Chair directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded
- 28 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business other than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn

Casting vote of Chair

- 29 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall have a second or casting vote

Written resolution

- 30 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than three-quarters) 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 copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than three-quarters) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Invitations to Non-Members

- 31 The Council may at its discretion invite persons other than Members to attend its meetings, with or without speaking rights, but without voting rights.

The Council

Council Numbers

- 32 The Society shall have a Council comprising not less than seven and not more than fifteen Members including any persons co-opted in accordance with Article 35. For the avoidance of doubt, the members of the Council are the directors of the Society within the meaning of the 2006 Act.

Election to Council

- 33 Any Member wishing to be elected to the Council (otherwise than by way of re-election following retirement by rotation) shall be elected by the Members and shall either (i) have been recommended by the Council or (ii) shall have been nominated by at least two Members. Such recommendation or nomination shall be received by the Secretary at least 14 clear days before the date appointed for a General Meeting.

Retirement by rotation

- 34 At every Annual General Meeting one-third of the elected members of the Council, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office at the end of such meeting. The members to retire shall be those longest in office since their last election. Regarding members of the Council who have been in office for the same length of time, the members to retire shall, in the absence of agreement, be selected by lot. A retiring Council member shall be eligible for re-election by the Members.

Co-option

- 35 The Council may at any time co-opt any Member as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that at no time shall more than one-quarter of the Council comprise co-opted Members. A co-opted member of the Council shall serve until the Annual General Meeting following her/his co-option but may be removed at any time by the Council.

Requirement to be a Member

- 36 No person who is not a Member shall in any circumstances be eligible to hold office as a member of the Council.

Restrictions

- 37 Under no circumstances shall any employee of the Society or any person aged less than eighteen years or who is otherwise prohibited by law from serving as the trustee of a charity be a member of the Council.

Disclosure of Interests

- 38 In addition to the disclosure obligations under 2006 Act, a Council member shall at any Council meeting declare her/his interest (or the interest of any person connected or associated with her/him) in and shall not vote in respect of any matter, contract or arrangement whether existing or proposed involving the Society in which she/he (or any person connected or associated with her/him) has any personal material interest or financial interest.

Repayment of out-of-pocket expenses

- 39 Council members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meeting of the Council or General Meetings of the Society or in connection with the business of the Society.

Professional charging

- 40 Any council member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Society by her/him or her/his firm when so instructed by the Council, provided that nothing shall authorise a Council member or her/his firm to act as auditor to the Society.

Vacation of office

- 41 The office of a Council member shall be vacated if she/he
- (a) resigns her/his office in writing to the Secretary, or
 - (b) in the opinion of a majority of the Council, fails to declare her/his interest as required by Article 38, or
 - (c) is absent from three successive meetings of the Council without specially giving apologies for absence prior to such meetings and the Council (in its absolute discretion) so resolves, or
 - (d) becomes bankrupt, make any arrangement or composition with her/his creditors or, in the opinion of the Council, become incapable on medical or psychological grounds of carrying out the duties of a Council member, or is otherwise prevented by law from continuing as a company director, or
 - (e) is removed from office by ordinary resolution of the Society in General Meeting in accordance with section 168 of the 2006 Act, or
 - (f) is prohibited by law from serving as a trustee of a charity, or
 - (g) ceases to be a Member

Powers and Duties of the Council

Management control

- 42 The business of the Society shall be managed by the Council who may pay all expenses of the formation of the Society as they think fit, and may exercise all such powers of the Society as may be exercised and done by the Society, and are not by statute or by these Articles required to be exercised or done by the Members in General Meeting No regulation made by the Members in General Meeting shall invalidate any prior act of the Council which would have been valid had that regulation not been made

Making payments

- 43 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Council shall from time to time direct, provided that all instruments of expenditure above a certain limit specified from time to time by the Council must be signed by at least two Council members

Borrowing powers

- 44 Without prejudice to its general powers, the Council may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society, subject to such consents as may be required by law

Proceedings of the Council

Election of Chair

- 45 Members of the Council shall elect any member of the Council as Chair to preside over all meetings of the Council and the Society in General Meeting and such other honorary officers as they may from time to time decide. Any officer so appointed may be removed or replaced at any time by a meeting of the Council provided that the question of the officer's removal or replacement is specified in the notice calling the meeting.

Form, frequency and voting in respect of Council meetings

- 46 Members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, provided that the Council shall meet as frequently as is necessary for the proper management of the Society. Questions arising at any meetings shall be decided by a majority of votes of the members of the Council present in person. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

Notice of Council meetings

- 47 The Chair may, and the Secretary on the requisition of at least two Council members shall, summon a meeting of the Council by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Council to any of its members for the time being absent from the United Kingdom.

Quorum

- 48 The quorum necessary for the transaction of the business of the Council shall be three members of the Council present in person at least two of whom have been elected by the Members.

Council membership below seven persons

- 49 The Council may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in Article 32, the Council may act only for the purposes of increasing the number of Council members to that number, or of summoning a General Meeting of the Society, but for no other purpose.

Chair

- 50 At every Council meeting the Chair shall preside, but if she/he is not present within five minutes after the time appointed for the commencement of the meeting, or is unwilling or unable to act as Chair, the Council members present shall choose one of their number to be Chair of the meeting, who shall conduct the business of the meeting in an orderly manner.

Minutes

- 51 The Council shall cause accurate records to be made, in books provided for that purpose, of
- (a) the name, details and date of appointment of each person appointed as a member of the Council and as a member of any Sub-Committee,
 - (b) the names of the Council members, officers, Members and other persons present at all General, Council and Sub-Committee meetings of the Society, and
 - (c) minutes of all proceedings and resolutions at all General, Council and Sub-Committee meetings of the Society, such minutes to be signed by the Chair of that meeting or the Chair of the next succeeding meeting

Inspection of minutes

- 52 All such records and minutes shall be open to inspection during normal working hours by any member of the Council or by any person authorised by the Members in General Meeting

Delegation

- 53 The Council may delegate any of its power (except powers under Articles 4, 8(c) and 33) to Sub-Committees consisting of such members of the Council and others as the Council thinks fit. Any Sub-Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it from time to time by the Council and the Council shall always include regulations for regular and prompt reports to the Council. The Council may at any time remove any person from any Sub-Committee and may dissolve any Sub-Committee
- 54 All bona fide acts done by any meeting of the Council or of any Sub-Committee or by any person acting as a member of the Council or Sub-Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any Council or Sub-Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council or Sub-Committee member

Written resolutions

- 55 A resolution in writing, signed by all the Council (or Sub-Committee) members who for the time being are entitled to receive notice of, as appropriate, any Council (or such Sub-Committee) meeting, shall be valid and effective as if it had been passed at, as appropriate, at a meeting of the Council (or Sub-Committee)

Meetings held by telephone

- 56 A meeting of the Council or of any Sub-Committee may consist of a conference between members of the Council or of any Sub-Committee (as appropriate) who are not all in one place but of whom each is able (directly or indirectly) to speak to each of the others and to be heard by each of the others simultaneously. A person taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in the quorum accordingly.

Invitations to Other Persons

- 57 The Council may at its discretion invite persons other than members of the Council to attend its meetings, with or without speaking rights, but without voting rights.

Secretary

Appointment of Secretary

- 58 The Council shall appoint a Secretary for such term, at such remuneration and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by the Council. No remuneration may be paid to a Secretary who is also a member of the Council.
- 59 A provision of the 2006 Act or these Articles requiring or authorising a thing to be done by or to a Council member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

Accounts

Form of Accounts

- 60 The Council shall cause proper accounts to be kept in accordance with the law with respect to
- (a) all sums of money received and expended by the Society and the matters in which the receipt and expenditure takes place,
 - (b) all sales and purchases of goods by the Society, and
 - (c) the assets and liabilities of the Society.
- Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Society's affairs and explain its transactions.

Accounts available to inspection

61. The accounts shall be kept at the Registered Office subject to sections 388-389 of the 2006 Act, at such other place or places as the Council thinks fit, and shall be open to inspection during normal office hours by all Members and other persons authorised by any member of the Council or the Director.
- 62 The Council shall from time to time, in accordance with sections 399, 439 and 440 of the 2006 Act, cause to be prepared and to be laid before the Members in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

Accounts to be despatched to Members

- 63 A copy of every income and expenditure account and balance sheet (including every document required by law to be annexed thereto) which is laid before the Members in General Meeting, together with a copy of the auditors' report and Council's report shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 436 of the 2006 Act, be sent to every Member entitled to receive notice of General meetings and to every holder of debentures of the Society and to the auditors of the Society. The auditors' report shall be open to inspection and shall be read before the meeting.

Audit

- 64 Subject to such statutory regulations and exemptions as may be in force, once at least in every year, the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 65 Auditors shall be appointed and their duties regulated in accordance with sections 485, 489 and 498 of the 2006 Act.

Application of Surplus

- 66 Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Society shall have effect as if its provisions were repeated in these Articles. Any surplus of the Society shall be applied solely to the continuation and development of the Society's activities.

Indemnity

- 67 Subject to the provisions of the 2006 Act every trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which she/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty of trust in relation to the affairs of the Society.

Dissolution

- 68 Clause 9 of the Memorandum of Association relating to the winding-up and dissolution of the Society shall have effect as if its provisions were repeated in these Articles

Amendments to the Memorandum and Articles of Association

- 69 Subject to Clause 10 of the Memorandum of Association, provisions within the Society's Memorandum and Articles of Association may be amended by Special Resolution of the Members in General Meeting subject to the provisions of the Act and the 2006 Act and, where appropriate, after obtaining the prior written approval of the Charity Commissioners for England and Wales

Provisions of the Company's old-style Memorandum of Association which are deemed to be provisions of the Company's Articles of Association pursuant to s.28 Companies Act 2006 and are appended to those Articles pursuant to sched 2 para 9(1)(a) Eighth Commencement Order.

Name

- 70 The name of the company is **CAMBRIDGE HOUSE AND TALBOT**, referred to in this document as the **Society**

Registered Office

- 71 The registered office of the Society will be situated in England and Wales

Objects

- 72
- (a) The Society is incorporated for charitable objects and purposes only
 - (b) In particular, the Society is established to take over the whole or any part of the real and personal property belonging to and to undertake all or any of the debts, liabilities and engagements of the Incorporated Cambridge University Settlements and to maintain the respective connections of the former with the University of Cambridge and its Colleges and of the latter with the Diocese of Southwark and the objects of the Society are

To provide, promote, assist and encourage work for the advancement of education or of religion, the relief of need and other charitable social work beneficial to the community, including the preservation and protection of good health by recreation or otherwise. Without prejudice to the generality hereof, the southern parts of London shall, unless and until the Council otherwise resolves, be the primary field of the activities of the Society.

Powers

73

In furtherance of the above objects, but not otherwise, the Society shall have the following powers

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the Society may think necessary for the promotion of its objects,
- (b) To construct, maintain and alter any buildings or erections which the Society may think necessary for the promotion of its objects,
- (c) To raise funds and invite and receive contributions from any person and persons whatsoever by way of subscription and otherwise provided that the Society shall not undertake any substantial permanent trading activities in raising funds for the said objects,
- (d) To publish books, pamphlets, reports, leaflets, journals, audio tapes, video tapes, films and instructional matter and to run lectures, seminars, conferences and courses,
- (e) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Society's objects or any of them and to hold funds in trust for the same,
- (f) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Society on such terms and on such security as the Council may think fit,
- (g) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations 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,
- (h) To undertake and execute any charitable trusts which may be lawfully undertaken by the Society and may be necessary to its objects,
- (i) To invest the monies of the Society not immediately required for its own purposes in or upon such investments, securities or property as the Council may think fit, subject nevertheless to such conditions (if any) and such consents (if any) as from time to time may be imposed or required by law and subject also as hereinafter provided,
- (j) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of the property and assets from time to time of the Society subject to the provisions of this Memorandum of Association,
- (k) To engage or employ such personnel (not being members of its Council) whether as employees, consultants, advisers or however, as may be required for the promotion of the objects of the Society,
- (l) To open and operate bank accounts and other facilities for banking in the name of the Society,
- (m) To enter into any contracts with statutory, voluntary, or other bodies as the Council considers necessary or convenient for the achievement of the Society's objects,
- (n) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them

PROVIDED THAT.

- 1 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,
- 2 In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, 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 that may come into their hands the Council (being the board of directors of the Society) 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 such Council would 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 or the Charity Commissioners for England and Wales over such Council but the Council shall, as regards such property, but subject jointly and separately to such control and authority as if the Society were not incorporated,
- 3 The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

Equal Opportunities

- 74 In carrying out its objects the Society shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by the Society

Use of Income and Assets

- 75 The income and property of the Society shall be applied solely towards the promotion of its objects set out in this memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the Society, **PROVIDED THAT** nothing shall prevent any payment in good faith by the Society
- (a) of reasonable and proper remuneration to any Member, officer or servant of the Society (not being a member of its Council except as specifically provided for in the Society's Articles of Association) for any services rendered to the Society,
 - (b) of interest on money lent by any Member at a rate per annum not exceeding 2 per cent below the base lending rate of the Society's bankers from time to time,
 - (c) of reasonable and proper rent for premises demised or let by any Member,
 - (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Council may be a Member holding not more than 1 per cent of the capital of the company,
 - (e) of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a Member or a member of the Council or is represented on the Council provided that any such assistance is in respect of charitable activities in furtherance of the objects of the Society,
 - (f) of payment of any premium in respect of any insurance or indemnity to cover the liability of the members of the Council (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Society, **PROVIDED THAT** any such insurance or indemnity shall not extend to any claim arising from any act of omission which the Council (or any of them) knew was a breach of duty or breach of trust or which was committed by the Council (or any of them) in reckless disregard as to whether it was a breach of duty or breach of trust or not,
 - (g) to any member of the Council in respect of reasonable out-of-pocket expenses incurred in connection with the objects of the Society,

Limited Liability

- 76 The liability of the Members is limited

Liability of one pound per Member

77 Every Member of the Society undertakes

- I to contribute to the assets of the Society in the event of the Society being wound up during the time s/he is a Member, or within one year afterwards, and
- II to pay the debts and liabilities of the Society contracted before the time at which s/he ceased to be a Member, and
- III to pay the costs, charges and expenses of winding-up the Society, and
- IV to pay in respect of the adjustments of the rights of the contributors among themselves

PROVIDED THAT all such amounts (as set out in sub-clauses (i) and (iv) inclusive of this paragraph) as may be required from each Member of the Society shall not in total exceed one pound

Winding-up

78 In the event of the winding up or dissolution of the Society, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the Members, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions having objects similar to or compatible with any of the objects of the Society as may be determined by a General Meeting of the Members at the time of or prior to the winding-up or dissolution of the Society

Alterations

79 No addition, alteration or amendment shall be made to or in provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Society to cease to be a charity in law or cease to be a company to which section 30 of the Companies Act 1985 applies