

2163894

**The Companies Acts 1985 to 2006**

**Company Limited by Guarantee  
and not having a share capital**

THURSDAY



PC5

12/11/2009

152

COMPANIES HOUSE

## **Memorandum of Association**

### **Ben-Motor and Allied Trades Benevolent Fund**

(As amended by Special Resolutions passed 22 November 1990, 23 July 1992, 21 September 1995 and 25 September 2008)

1. The Company's name is "BEN-MOTOR AND ALLIED TRADES BENEVOLENT FUND".
  2. The Company's registered office is to be situated in England.
  3. The Company's objects are to relieve distress and financial hardship by the provision of:
    - 3.1 financial support and facilities to people resident in the UK or the Republic of Ireland who:
      - (a) are working or have worked in a qualifying trade or industry; or
      - (b) are members of a qualifying organisation; or
      - (c) are close dependants of any such person.
    - 3.2 facilities (to the extent that these are not required for the benefit of people who qualify for assistance under clause 3.1) for the benefit of people who do not so qualify.
- and for the purposes of these objects:
- residence in the UK or the Republic of Ireland shall mean residence which entitles the resident to claim Housing Benefit in the UK or the equivalent benefit in the Republic of Ireland.
  - a qualifying trade or industry shall mean motor, agricultural, engineering, cycle and allied trades and industries, including any trade, business, occupation, profession or association which provides financial, insurance or

other services, or which originates or publishes material relating to the said trades and industries, or whose activities or any of them are ancillary to or connected with those trades and industries. For the purpose of these objects "motor, agricultural, engineering, cycle and allied trades and industries" shall include any individual or body engaged in the manufacture, sale, repair or service of agricultural and garden machinery and equipment, caravans, coachwork, commercial vehicles, cycles, garage and service equipment, motor cars, motor coaches, motor cycles, omnibuses, tractors, lubricants or propulsion fuel of any of them, and the component parts of any of them or, in the case of an individual or body only partially so engaged, only those engaged solely in such production, sale or service.

- a qualifying organisation shall mean the Institute of the Motor Industry and the Automobile Division of the Institute of Mechanical Engineers.
- a close dependant shall mean an individual who relies on such person for financial or other support who, subject to exceptional circumstances, resides with such person and in any event to include the spouse, civil partner, co-habitee, widow, widower, children and parents of such person.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:

- (A) To provide financial assistance and make grants and donations by means of gift, pension or loan (either secured or unsecured).
- (B) To provide, maintain and administer nursing, residential and hostel accommodation, housing and day centres.
- (C) To acquire the undertaking of the unincorporated association known as "The Motor and Cycle Trades Benevolent Fund" ("the Fund") and to acquire the whole or any part of the real and personal property currently held by Custodian Trustees on trust on behalf of the Fund.
- (D) To procure commission print record publish issue and distribute whether in conjunction with any other persons or companies or otherwise and whether gratuitously or otherwise books pamphlets leaflets newspapers advertisements films broadcasts gramophone recordings or other forms of publications or recording desirable for the promotion of the Company's objects.
- (E) Subject to such consents as may be required by law to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.

- (F) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that the Company shall not undertake any permanent trading activities in raising funds for the above objects.
- (G) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (H) 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 which the Company may think necessary for the promotion of its objects.
- (I) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- (J) Subject to Clause 4 hereof, to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.
- (K) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (L) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.
- (M) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or

guarantee money for charitable purposes to such charitable trusts, associations or institutions in any way connected with or calculated to further any of the objects of the Company provided always that the Company shall have the power to act as an Agent for the purposes of Section 27 of the Finance Act 1986 (Donations Under a Payroll Deduction Scheme) as the same shall be enacted or modified from time to time and the Company shall further have the power within its capacity as Agent to authorise donations to other charities.

- (N) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (O) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (P) To establish where necessary local branches (whether autonomous or not).
- (Q) From time to time to make beds available in any residential centre belonging to the Company for persons in need of acute, post operative and rehabilitative care at such fees as it thinks fit. Provided that the accommodation of such persons shall not either:
  - (a) be inconsistent with or calculated to impede the objects of the charity; or
  - (b) constitute any part of the object of the charity.
- (R) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Company 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 Company shall be applied solely towards the promotion of its objects 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 members of the Company, and no member of the Management Board or other Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

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

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Management Board or other Governing Body) for any services rendered to the Company;
  - (b) of interest on money lent by any member of the Company or of its Management Board or other Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Management Board or other Governing Body;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Management Board or other Governing Body;
  - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Management Board or other Governing Body may also be a member holding not more than 1/100th part of the capital of that Company; and
  - (e) of fees, remuneration or other benefit in money or money's worth directly or indirectly to a member of the Management Board or other Governing Body for goods or services provided that such member was prior to his election or appointment already supplying goods or services to the Fund and/or the Company at a price not exceeding the fair market price on normal trade terms, and further that such member of the Management Board or other Governing Body shall absent himself from any meeting during the discussion of such supply and shall refrain from voting on the matter; and
  - (f) to any member of its Management Board or other Governing Body of reasonable out-of-pocket expenses.
5. No addition, alteration or amendment shall be made to this Memorandum and Articles of Association that would have the effect of causing the Company to cease to be charitable at law.
6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding one pound) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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 contributories among themselves.
8. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
9. Throughout this Memorandum and Articles of Association of the Company a charitable purpose is one regarded as charitable both in the law of England and Wales and in the law of Scotland and the term "charitable" is to be interpreted in accordance with both the law of England and Wales and the law of Scotland. For the avoidance of doubt the system of law governing the constitution of the Company is the law of England and Wales.

**WE**, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum.

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Names and Addresses of Subscribers

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JOHN AUSTEN NELSON-JONES

Lincoln House

296/302 High Holborn

London

WC1V 7JL

ANTHONY MASKREY FISHER

Lincoln House

296/302 High Holborn

London

WC1V 7JL

Dated the 27th day of July 1987

Witness to the above Signatures:

J A Wallace

Lincoln House

296/302 High Holborn

London

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