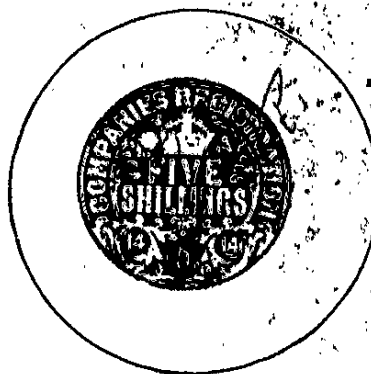


No. of
Certificate }

131549 / 1

2/11
[C.A. 11]
1914

COMPANIES ACTS, 1908 & 1913.



As per
Companies
Registration
Office stamp
to the
Registrar
here.

DECLARATION of Compliance with the requisitions of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as *Durham and Northumberland*
Congregational Union (Incorporated)

REGISTERED

~~Limited.~~

35465

3 MAR 1914

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

Shephard & Wallace
10-4



I Harold Beaumont Shephard
of 6 Finsbury Circus in the City of London
Solicitor

(a) Here insert:
"A Solicitor of the
"High Court engaged
"in the formation,"
or

"A Director [or
"Secretary] named in
"the Articles of
"Association."

Do solemnly and sincerely declare that I am (a) A Solicitor
of the High Court engaged in the
formation

of Durham and Northumberland
Congregational Union (Incorporated)

Limited, and That all the requisitions of the Companies (Consolidation)
Act, 1908, in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true and
by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 5 Finsbury Circus in the
City of London

the 7th day of March
one thousand nine hundred and fourteen

Before me,

Geo. Stone

Harold B. Shephard

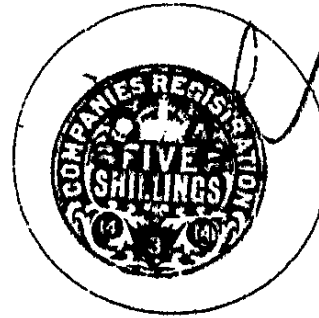
A Commissioner for Oaths.

Price Two pence.

Certificate No. 134549

Form No. 43.

"THE COMPANIES (CONSOLIDATION) ACT, 1908."

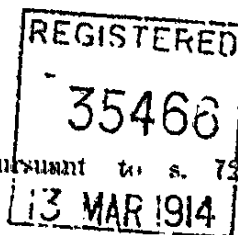


A 5/-
Companies
Registration
Fee Stamp
must be
expressed
here.

List of the Persons who have consented to be Directors of the

Durham and Northumberland

Congregational Union (Incorporated)



Limited,

to be delivered to the Registrar pursuant to s. 72 (2) of the

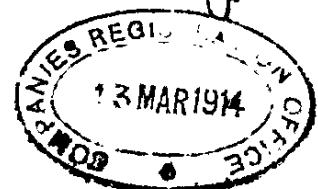
Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69).

Presented for Filing

by

Shephards & Waldo

6, Finsbury Circus



To the Registrar of Joint Stock Companies.

(a) Here insert "3"
or "No."

(a) *He*, the undersigned, hereby give you notice, pursuant
to s. 72 (2) of the Companies (Consolidation) Act, 1903, that the following
persons have consented to be Directors of the *Durham and*
Northumberland Congregational Union
(Incorporated) Limited

This Margin to be reserved for binding.

Name	Address	Description
John William Christian	7 Swinburns Road Darlington	Congregational Minister
William Edwin Wardill	Beecher's, Low Fell	Merchant
Thompson Gradon	Hamover Square Newcastle-upon-Tyne	Merchant
Karl Munro Murray	16 West Parade Newcastle-upon-Tyne	Congregational Minister
John Rutherford	14 Belle Vue Park Sunderland	Bookseller
Richard Lee	Blyth	Congregational Minister
Ashby George Mays	Thirlmere, Haly Road Stockton-on-Tees	Congregational Minister
Ebenezer Rees	4 Oaks West, Sunderland	Congregational Minister
George Henry Napier	53 Marsden Street, South Shields	Grocer
Harry Noble	32 Bewick Road, Gateshead	Engineer
Albert Darnley Raine	44 Ormonds Street, Sunderland	Clerk.
Haugh Dunford Smith	Sydneydale, Benton	Analytical Chemist
Robert Middleton J.P.	Colmwood Ryton	Manager

Signature, Address, and
Description of Applicant
for Registration.

Stephens & Co.
Agents for Charles R. Walker
Solicitor
12 Bishop's Court
E.C.

Dated this 13th day of

13th March 1914.

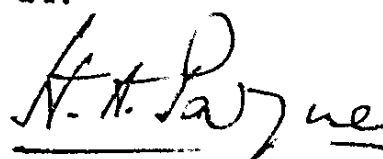
LICENCE BY THE BOARD OF TRADE,
pursuant to Section 20 of the Companies (Consolidation)
Act, 1908.

WHEREAS it has been proved to the Board of Trade that
"THE DURHAM AND NORTHUMBERLAND CONGREGATIONAL UNION
(INCORPORATED)" which is about to be registered under the
Companies (Consolidation) Act, 1908, as an Association limited by guarantee,
is formed for the purpose of promoting objects of the nature contemplated by
the 20th section of that Act, and that it is the intention of the said

Association that the income and property of the
Association whencesoever derived shall be applied solely towards the promotion
of the objects of the Association as set forth in the Memorandum of Association
of the said Association
and that no portion thereof shall be paid or transferred, directly or indirectly,
by way of dividend or bonus or otherwise howsoever, by way of profit to the
members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers
in them vested, and in consideration of the provisions and subject to
the conditions contained in the Memorandum of Association of the said
Association
as subscribed by fifteen members thereof on the fifth day
of March 1914, do by this their licence direct
"THE DURHAM AND NORTHUMBERLAND CONGREGATIONAL UNION
(INCORPORATED)" to be registered with limited liability, without
the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this twelfth day
of March 1914.


Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.

The Companies (Consolidation) Act, 1908.

Memorandum

AND

Articles of Association

OF THE

DURHAM AND NORTHUMBERLAND

CONGREGATIONAL UNION

(INCORPORATED).

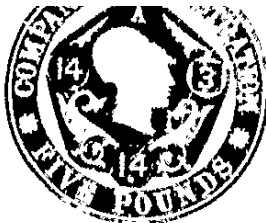
Solicitor.

CHARLES R. WALKER,

57 JOHN STREET,

SUNDERLAND.

JOHN AND COMPANY, PRINTERS, PUBLISHERS, AND STATIONERS,
41 CROWN STREET, SUNDERLAND.



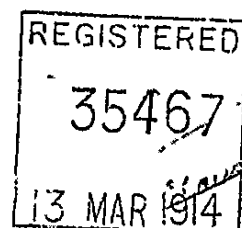
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Memorandum of Association

OF THE

DURHAM & NORTHUMBERLAND CONGREGATIONAL UNION

(INCORPORATED).



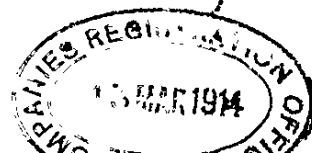
1. —The name of the Association is "THE DURHAM AND NORTHUMBERLAND CONGREGATIONAL UNION (INCORPORATED)."

2. —The Registered Office of the Association will be situate in England.

3. —The objects of the Association are as follows, and the Association is established to do all or any of the following things for the purpose of attaining the objects of the Association, and observing and performing whatever may be required by law in order legally to carry out such objects.

(A) To promote Evangelical religion in Durham and Northumberland or in places bordering on either of the two counties or elsewhere according to the principles and usages for the time being of Protestants of the Congregational Denomination, commonly called Independents or Congregationalists, and for the furtherance of such objects to hold such Evangelistic, educational, philanthropic, social, or business meetings, and generally to act as may from time to time be determined.

(B) To acquire by purchase, hire, or otherwise, and to accept by way of gift, subscription, donation, devise, bequest, or otherwise, and to hold buildings, lands, securities, stocks, shares, and debentures, money, and other property in the United Kingdom or elsewhere, whether for the purposes of the Association or to be held by the Association as trustee for and on behalf of, or otherwise for the use or benefit of, any person, church, society, association, committee, county union, or cause connected with the Congregational Denomination in Durham and Northumberland or elsewhere.



- (c) To assist (1) in the training of Ministers and Evangelists; (2) sending out Ministers and Evangelists and contributing to their support; (3) promoting itinerant evangelistic work; (4) promoting or assisting the building of places of worship, ministers' houses, mission rooms, schools, colleges, institutions, and other buildings, and providing the moneys required for the same.
- (d) The support of Agents, Ministers, Evangelists, Teachers, Missionaries, Colporteurs, when such may be deemed necessary for the work of the Association, or any church, society, association, committee, county union, or cause connected with the Congregational Denomination in Durham and Northumberland or elsewhere.
- (e) To take over the whole or any of the assets which may be legally transferred to the Association, and also the liabilities of the Unincorporated Association formerly known as the Durham and Northumberland Association of Congregational Ministers and Churches, but now known as the Durham and Northumberland Congregational Union, or of the committees or trustees thereof, including the Loan Fund in connection therewith.
- (f) To carry on a publishing and printing business as far as tending to promote any of the objects of the Association, and in connection therewith to print, publish, circulate, sell, buy, manage or support books, reports, newspapers, periodicals, tracts, magazines, circulars, and other publications.
- (g) To accept, take, and hold, whether as bare trustee or otherwise, any property, whether real or personal, which may from time to time be conveyed, transferred, assigned, or otherwise vested in the Association upon any trust or trusts for the benefit of, or in any manner calculated to advance the interests of, any person, church, society, association, committee, county union or cause connected with the Congregational Denomination in Durham and Northumberland or elsewhere.
- (h) To acquire by purchase or otherwise, and undertake (so far as it lawfully may), the property, liabilities, and work, either wholly or in part, of any society formed for any of the purposes the furtherance of which is contemplated by this Association, and possessed of property suitable to such purposes.
- (i) To perform any duty, function, or act, whether ministerial or otherwise, in compliance with, and to carry into effect any directions or instructions relating to any trust property vested in the Association which may be given to the Association by any duly constituted

body entitled to give such directions or instructions, whether the same relate to the corpus or to the income of such trust property.

- (j) To administer, manage, and conduct, as trustee, factor, or agent, in accordance with any trusts, expressed or implied, affecting the same, any trust property vested in the Association otherwise than as bare trustee, and the exercise of any rights of ownership or any rights or powers, discretionary or otherwise, relating to the administration, management, and conduct of, or in any manner to, any such trust property, and to give bonds or guarantees on account of any covenants, titles, trusts, or agencies that may be undertaken by the Association.
- (k) So far as the law or the licence of the Board of Trade may from time to time allow, to purchase, acquire, hold, manage, improve, sell, exchange, demise, let, mortgage, or dispose of any lands, buildings, houses, businesses, goodwill, or other property of any nature for any estate or interest therein, and either with or without buildings on such land, as well in Durham and Northumberland as elsewhere.
- (l) To erect, maintain, alter, repair, or restore any building, office, room, church, chapel, manse, or other building, or any part of the same held by the Association, or assist any such object, and to provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences, and accommodations.
- (m) To borrow or raise money at interest, upon banking account or otherwise, by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages, or other obligations or securities of the Association.
- (n) To lend money, either with or without security or give financial assistance by way of donation or subscription or otherwise to any person or persons, association, church, charitable, benevolent, or other body for the purpose of forwarding the objects of the Association.
- (o) To provide in whole or part for the salary or maintenance of any person or persons engaged in promoting the aforesaid objects.
- (p) To establish and support, or aid in the establishment and support, of associations, institutions, funds, and trusts calculated to benefit persons being or having been ministers, missionaries, or evangelists of the Congregational denomination, or the dependents or connections of such persons, and to grant pensions and

retiring allowances to, or otherwise provide for, the superannuation of any officers, agents, or servants, of the Association, and of aged or incapacitated ministers, missionaries, or evangelists engaged in promoting the aforesaid objects, provided that nothing herein contained shall empower the Association to carry on the business of Life Assurance within the meaning of the Assurance Companies' Act, 1909.

- (g) To receive and apply donations and subscriptions from persons desiring to promote the objects aforesaid, or any of them, and to hold funds in trust for the same.
- (h) To invest all or any part of the funds held by the Association, temporarily or permanently, and on any security authorised for investment by trustees, or to lend to any person, church, society, association, committee, county union or cause, or to any corporation or public body, with or without security, or to invest in the purchase of land or of stocks, shares, or debentures of any company or corporation which has regularly paid dividends on its ordinary shares or stock for at least five years immediately preceding the date of investment, as the Association may think fit, and to vary such investments into or for others of a like nature.
- (i) To institute, conduct, defend, or compromise legal proceedings by and against the Association or its officers as such, and to do and authorise to be done all acts, deeds, or assurances which may be necessary to register this Association or any of its properties in any such local, colonial, or foreign register as may be found necessary or desirable.
- (j) To receive gifts or moneys subject to annual or other payments, and to grant annuities for such consideration and on such terms as shall be thought desirable.
- (k) To do all such other lawful things as are incidental or conducive to the attainment of the aforesaid objects. Provided that in case the Association shall take or hold any property subject to the jurisdiction of the Board of Education or Charity Commissioners for England and Wales, 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 of the Association shall be chargeable for such property as 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 Executive Committee, have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority

exercisable by the Chancery Division or the Board of Education or Charity Commissioners over such Executive Committee, but they shall, as regards any such property, be subject jointly and separately to such control and authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4.—The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in the 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 Association. Provided that, nothing herein shall prevent the payment in good faith of interest at a rate not exceeding 5 per cent. on any loan advanced by Members of the Association to promote the objects of the Association, or of reasonable and proper remuneration to any officer or servant of the Association, or, subject to the provisions hereinafter contained, to any Member of the Association in return for any services actually rendered to the Association or undertaken by the authority of the Executive Committee to promote the objects of the Association, nor exclude any Member of the Association from any grant made in furtherance of any of the objects of the Association, nor prevent the payment of a pension or retiring allowance to any minister, missionary, or evangelist who may be a Member of the Association, or the wife, widow, or family of any such person, nor the gratuitous distribution among or sale at a discount to Members of the Association of any books or other publications, whether published by the Association or otherwise, relating to all or any of its objects as above set forth, but so that no Member of the Executive Committee or governing body of the Association shall be appointed to any salaried office or any office paid by fees and that no remuneration or other benefit in money or money's worth shall be given to any Member of such Committee or governing body except repayment of out-of-pocket expenses and interest on money lent. Provided that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a Member of the Executive Committee or governing body may be a Member or any other company 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 such payments.

5.—No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Board of Trade.

6.—The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 20 of the Companies (Consolidation) Act, 1908.

7.—The liability of the Members is limited.

8.—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 ceased to be a Member, and of the costs, charges, and expenses of winding up the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one pound.

9.—If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but if and so far as effect can be given to the next provision, shall be given or transferred to any other association promoted to carry out the objects of this Association, or to the Unincorporated Association called the Durham and North-umberland Congregational Union, or to some other institution or institutions having objects similar or cognate to the objects of the Association, which Association, institution, or institutions shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on this Association under or by virtue of Clause 4 hereof, the Association, institution, or institutions aforesaid (if any) to be determined by the Members of the Association at or before the time of dissolution, at a meeting specially called for that purpose, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter; and if and so far as effect cannot be given to such provision, then to some charitable object.

10.—True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined and the correctness of the Balance-sheet ascertained by one or more properly qualified auditor or auditors.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

- John Williams Christian 7 Shornburn Road Darlington.
Congregational Minister
- William Glover 48, Rothbury Terrace, Newcastle-on-Tyne.
Congregational Minister.
- William Edmund War still Beechcroft Foss Fell
Ebenezer Rees, 4 Oakwood, Sunderland, ~~Minister~~
Congregational Minister.
- Neil Munro Murray, 16, West Parade, Newcastle-on-Tyne.
Congregational Minister.
- ~~Samuel~~ ~~James~~ ~~Francis~~ ~~James~~ ~~Reynolds~~ ~~of~~ ~~the~~ ~~City~~ ~~of~~ ~~London~~
Merchant
- John George Francis Lynton House Durham Builder
- John Ritchie York 14 Melrose Park, Sunderland, Bookbinder
- John Cooper Drury, 7 Albury Road Newcastle upon Tyne.
Secretary & Manager
- George Henry Napier 53 Marsden St. South Shields Grocer
- William Naylor 21 Peel Street Sunderland Congregational Minister.
- Albert Darulay Davis, 47, Ormrod St. Street, Sunderland. Clerk.
- Arthur George Mays, Thurlmere, Raby Road. Stockton-on-Tees.
Congregational Minister.
- Thomas Black 8 Kenilworth Road Monk Seaton Congregational Minister.
- Henry Noble 32 Hewick Road Gateshead. Engineer

Dated this 5th day of March, 1914

all
Witness to the above Signature

Charles Walker
Solicitor
57 John Street, Sunderland

134549



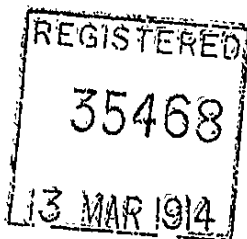
Articles of Association

OF THE

DURHAM AND NORTHUMBERLAND

CONGREGATIONAL UNION

(INCORPORATED).



PRELIMINARY.

1.—For the purpose of Registration the number of Members of the Association is declared not to exceed 250. The Executive Committee may, when they think fit, register an increase of Members.

2.—In the construction of these Articles the following words and expressions shall have the meanings hereby assigned to them respectively, so far as such meanings are not excluded by the context or subject-matter, that is to say :—

The "Association" shall mean the Durham and Northumberland Congregational Union (Incorporated).

The "Unincorporated Association" shall mean the Association or Body for the time being known and carrying on business as the Durham and Northumberland Congregational Union, notwithstanding the fact that the membership of such Association shall or may vary from time to time by reason of the death of any of the Members or otherwise.

Words importing the singular number only shall include the plural.

Words importing the plural number only shall include the singular.

Words importing the masculine gender only shall include the feminine.

The term "Month" shall mean a calendar month.

QUALIFICATION OF MEMBERS.

3.—The following persons shall be qualified to be Members of the Association :—



341

- (A) The persons whose names and addresses are subscribed to these Articles.
- (B) Every present and future Member and Associate and all the Officers present and future of the Unincorporated Association who shall subscribe a copy of these Articles, so long as the Unincorporated Association shall be in existence and carry on business and consist of more than seven Members. No other person shall be qualified to be a Member, and during that time in case any Member shall cease to be a Member of the Unincorporated Association, and the Executive Committee shall pass a resolution in accordance with Article 8, his Membership of the Association shall thereupon immediately cease, and become determined. Provided that if at any time the Unincorporated Association shall be dissolved or cease to carry on business or have not more than seven Members, then and thenceforth the Members of the Association for the time being shall have power to elect new Members and to make provisions for qualification of new Members, and the persons who at the date either of the dissolution of the Unincorporated Association or of its ceasing to carry on business or of its Members being reduced to seven, which shall first happen, shall be the Members of the Association shall continue to be Members thereof until they shall respectively resign or die or shall be removed from being Members in accordance with the regulations of the Association for the time being.

4.—If any doubt shall arise as to the qualification of any person to be a Member of the Association under Clause 3, sub-clause (B) of these Articles, the Executive Committee hereafter mentioned shall have power to decide whether such qualification exists, and no person shall vote at a General Meeting, or be or act in any way as a Member of the Association, whom the Executive Committee shall have decided not to be qualified under Clause 3, sub-clause (B) of these Articles.

ADMISSION OF MEMBERS.

5.—Any person may, after being qualified to be a Member, and while so qualified, signify by writing to the Secretary of the Association his desire to be a Member of the Association, and the said Secretary shall, on the receipt of such writing, and upon such person subscribing a copy of these Articles, enter the name of such person in the books of the Association as a Member, and upon such entry such person shall be deemed to be a Member, and to have been admitted as such accordingly.

RESIGNATION OF MEMBERS.

6.—Any Member of the Association who shall desire to resign his membership shall signify the same in writing to the Secretary, and upon receipt of such writing his name shall be removed from the List of Members, and he shall be deemed to have ceased to be a Member.

7.—The right of membership shall be personal to the Member, and shall not be transferable by his own act or by operation of law.

8.—The Executive Committee shall have power, by resolution duly passed and entered in their minute-book, to determine the membership of any Member who shall, by any means, cease to be a Member or Associate of the Unincorporated Association.

THE EXECUTIVE COMMITTEE.

9.—The affairs of the Association shall be administered by an Executive Committee. The first Executive Committee shall consist of such as shall become Members of the Association and consent to act of the persons who shall at the date of the registration of the Memorandum of Association be the Officers and Executive Committee of the Unincorporated Association, and such persons so consenting to act and subscribing a copy of these Articles shall respectively fill with regard to the Association similar offices to those which they hold in the Unincorporated Association.

10.—The Members of the said first Executive Committee and the survivors of them shall hold their respective offices so long as they shall hold similar offices in the said Unincorporated Association, and any Member of the Unincorporated Association who shall hereafter be elected an Officer or Member of the Executive Committee of the Unincorporated Association shall thereupon become a Member of the Executive Committee of the Association if or upon becoming a Member of the Association and upon consenting to act in such capacity and subscribing a copy of these Articles, and shall thenceforth fill with regard to the Association a similar office to that which he holds in the Unincorporated Association so long as he shall hold such office in the Unincorporated Association.

11.—In case the Unincorporated Association shall be dissolved, then the Executive Committee shall be elected annually by the Members of the Association in General Meeting. Any casual vacancy among the Executive Committee elected under this clause shall be filled up by the said Executive Committee.

12.—In case the Unincorporated Association shall be dissolved the Chairman, Vice-Chairman, Treasurer (or Treasurers), and Secretary (or Secretaries) of the Association shall be elected annually at the General Meeting. If a vacancy in any of such offices shall occur during the year, the Executive Committee shall have power to elect a Chairman, Vice-Chairman, Treasurer, or Secretary to act until the next General Meeting.

POWERS OF THE EXECUTIVE COMMITTEE.

13.—The entire business of the Association shall be arranged and managed by the Executive Committee, which may exercise all such powers of the Association as are not by the Companies Acts or by these Articles declared to be exercisable only by the Association in General Meeting, and no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulations had not been made.

14.—Without prejudice to the generality of the last preceding Article, the Executive Committee shall have power:—

- (A) To appoint such honorary or paid officers as they may from time to time think desirable, and to fix their salaries (if any) and determine their respective duties and the tenure of their offices. They shall also have power to fix the salaries payable to the Secretary and the other officers.
- (B) To take over, either wholly or in part, the assets and liabilities mentioned in paragraphs (u), (v), (g), (h), and (q) of Clause 3 of the Memorandum of Association.
- (C) Subject to the provisions of the Memorandum of Association to purchase, acquire, hold, manage, improve, sell, exchange, demise, let, mortgage, or dispose of any lands, buildings, houses, businesses or goodwill, or other property for any estate or interest therein, or to lease, rent, adapt, or erect from time to time on behalf of the Association all such lands, buildings, houses, or other property respectively as they may think necessary for the purposes of the Association, and for such purposes to enter into all necessary or usual contracts and engagements.
- (D) Subject to the provisions of the Memorandum, to borrow on mortgage of all or any part of the present or future property of the Association or on the Debentures or Promissory Notes of the Association or to raise by bond or guarantee or otherwise any sum or sums of money which they may think proper, and to apply the money so raised to the purposes of the Association. And every mortgage made in pursuance of this power may contain a power of sale and all usual mortgage powers and provisos.
- (E) To undertake, administer, and carry into execution any trust or other duty, ministerial or otherwise, and accept or hold any trust or other property. They may receive, act upon, and carry into effect any instructions or directions that may be given to the Association by any person or body in whom may be invested the management or administration of any trust property held by the Association. They may invest and vary investment of any money belonging to, or under the control or in the custody of, the Association.
- (F) From time to time to make, and afterwards to repeal or alter, such bye-laws for the conduct of the general affairs of the Association, and for despatch of business, as the Executive Committee may deem necessary, provided that such bye-laws do not contravene any of the provisions herein contained, or amount to such an alteration of, or addition to, the Articles as could only legally be made by a special resolution, and with the approval of the Board of Trade.
- (G) To appoint from their number Committees, with such powers and such limitations as the Executive Committee may from time to time decide, to discharge special departments of

their functions, and also to add to such Committees for such length of time and with such powers of voting or otherwise as the Executive Committee may think fit, any Member of the Association or other person whose assistance they judge useful to forward the objects of the Association. All acts of any such Committees which are in accordance with the powers and instructions conferred on them by the Executive Committee, shall be valid.

(H) To appoint at any time a temporary substitute for the Secretary, who shall have all the powers of the Secretary for the time being.

(I) To provide a common seal, and to use the said seal in the execution of all or any of the powers hereby vested in them, or otherwise, in relation to the business or affairs of the Association as they in their discretion think fit, and any document bearing the seal of the Association and purporting to be attested by two members of the Executive Committee and countersigned by the Chairman, Vice-Chairman, Treasurer, or Secretary, shall, in the absence of proof to the contrary, be deemed to be duly sealed by the Association.

(J) To institute, prosecute, defend, compromise, or abandon any suit, action, or other proceeding at law.

15.—All moneys received by the Association shall be regularly paid into the banking account to be kept in the name of the Association, and no money shall be paid by or on account of the Association other than petty cash disbursements, except by cheque on the said banking account. Petty cash disbursements shall be paid out of cash for which cheques on the said banking account shall be drawn from time to time as required. All cheques on the said banking account shall be signed and countersigned as may from time to time be directed by the Executive Committee.

16.—The Executive Committee shall be repaid all actual outlays on behalf of the Association incurred by order of, or sanctioned by them.

17.—The Executive Committee are authorised out of the moneys of the Association to pay such sum of money as they may think fit in discharge of all preliminary expenses attending the establishment and registration of the Association.

18.—The Executive Committee, and all Committees thereof appointed as aforesaid, shall cause minutes to be made of all proceedings at any meeting of the Association, or of the Executive Committee, or of its Committees, and shall at all times cause a register to be kept of the Members with their respective last known places of abode. The Executive Committee shall have power to make its own rules as to convening its meetings, the quorum of meetings, and the transaction of business thereat.

GENERAL MEETINGS.

19.—The first General Meeting of the Association shall be held at such time, not being less than one nor more than three months after the incorporation of the Association, and at such place as the Executive Committee may determine.

20.—Subsequent General Meetings shall be held at least once in every year at such time, not being more than 15 months after the holding of the preceding General Meeting, and at such place as the Executive Committee may determine.

21.—The above-mentioned General Meetings shall be called Ordinary General Meetings, and all other General Meetings shall be called Extraordinary General Meetings.

22.—The Executive Committee may, whenever they think fit, and they shall upon a requisition made in writing and signed by ten or more Members, convene an Extraordinary General Meeting.

23.—Any such requisition made by the Members shall express the objects of the Meeting proposed to be called, and shall be left with the Secretary of the Association.

24.—Upon the receipt of such requisition the Executive Committee shall forthwith proceed to convene a General Meeting, and if they do not convene the same within fourteen days from the receipt of such requisition, the requisitionists may themselves convene a meeting.

25.—A notice of every General Meeting shall be given to the Members at least seven days before such Meeting, at such time and in such form and manner as hereinafter provided or permitted.

26.—The non-receipt of such notice by any Member shall not invalidate the proceedings of any General Meeting.

27.—Seven Members shall be a quorum, and no business shall be transacted at any General Meeting until a lapse of half-an-hour after the time appointed for the Meeting unless a quorum be present at such Meeting.

28.—If within half-an-hour of the time appointed for a Meeting convened upon the requisition of Members a quorum be not present, the Meeting shall be dissolved.

29. The Chairman of the Association, or in his absence any Member chosen by the Members present to be Chairman, shall preside as Chairman at any General Meeting of the Association. The Chairman of such Meeting shall, in case the votes at any General Meeting are equally divided, have as well as his own vote a second or casting vote. The Chairman may, with the consent of the Meeting, adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left undisposed of at the Meeting at which the adjournment took place.

30.—At a General Meeting, unless a poll is demanded by at least five Members, a declaration of the Chairman that a resolution has been carried, and an entry to that effect in the Book of Proceedings of the Association, shall be

sufficient evidence of the fact. If a poll is demanded in manner aforesaid, the same shall be taken in such manner and at such time and on such day as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

31.—Every Member shall have one vote, and one vote only.

ACCOUNTS.

32.—The Executive Committee shall cause true accounts to be kept of the receipts and expenditure of the Association, and shall cause the accounts of the Association to be audited annually by one or more auditors, and presented to the Annual General Meeting of the Members.

33.—The accounts of the Association shall be kept at the office for the time being of the Treasurer of the Association, but the Register of Members and the Register of the Executive Committee shall be kept at the Registered Office of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Association in General Meeting, such accounts shall be open to the inspection of the Members at all times during the usual business hours.

AUDITORS.

34.—The first auditor or auditors shall be appointed by the Executive Committee and subsequent auditors by the Members at the Ordinary General Meeting in each year.

35.—The auditor or auditors shall be supplied with a copy of the Balance Sheet, and it shall be his or their duty to examine the same with the accounts and vouchers relating thereto, and submit the same to the Executive Committee for report to the Members of the Association at the General Meeting. The provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, shall apply to and be observed by the Association, the first General Meeting being treated as the statutory meeting, the Executive Committee being treated as the Directors, and the Members being treated as the Shareholders mentioned in the said sections.

NOTICES.

36.—Notices required to be served by the Association upon the Members may be served either personally or by leaving the same (or by sending them through the post in a prepaid letter) addressed to the Members at their registered places of abode respectively.

37.—All notices if served by post shall be deemed to have been served at the time when the prepaid letter containing the same, properly addressed and put into a post-office, would have arrived in the course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid, and put in the post-office.

38.—As regards those Members who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

39.—All notices required by the Companies Acts to be given by advertisement shall be advertised once in three daily newspapers published respectively in Darlington, Sunderland, and Newcastle-upon-Tyne, and shall be deemed sufficient if so advertised.

 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

John Quilliam Christian 7 Swinburn Road Darlington.
 Congregational Minister.
 William Grier, 48, Rokitany Terrace, Newcastle-on-Tyne
 Congregational Minister
 William Edward Hartwell Beechcroft Low Fell
 Ebenezer Rees, 4 Oakworth Sunderland.
 Congregational Minister
 Neil Munro Murray, 16 West Parade, Newcastle-on-Tyne
 Congregational Minister.
 Thompson Gaden Harrow Square Newcastle-on-Tyne
 Congregational Minister.
 John George Graham Lynton House Durham Bishop
 John Rutherford, 14 Mallett Park, Sunderland, Bookbinder
 John Cooper Drury, 7 Albury Road Newcastle upon Tyne
 Secretary & Manager
 George Henry Napier 53 Marsden Street South Shields Grocer
 William Taylor, 21 Oak Street, Sunderland. Congregational Minister.
 Albert Danley Paris, 47, Ormonds Street, Sunderland. Clerk.
 Ashty George Mays, 'Thulmer', Raby Road, Stockton-on-Tees.
 Congregational Minister.
 Thomas Rook 8 Kenilworth Road, Middlesbrough Congregational
 Minister
 Harry Noble 32 Bevic Road Gateshead. Engineer.

Dated this 5th day of March, 1914

all
 Witness to the above Signatures—

Ph. W. Walker

Witness

57 John Street,
 Sunderland

The Companies (Consolidation) Act, 1908.

Memorandum

AND

Articles of Association

OF THE

DURHAM AND NORTHUMBERLAND

CONGREGATIONAL UNION

(INCORPORATED).

Solicitor:

CHARLES R. WALKER,

57 JOHN STREET,

SUNDERLAND.

DUPLICATE FOR THE FILE.

No. 134549



Certificate of Incorporation

I Hereby Certify, That the

Durham and Northumberland Congregational Union (Incorporated) (the word "Limited" being omitted by Licence of the Board of Trade)

is this day Incorporated under the Companies Acts, 1908 and 1913, and that the Company is **Limited**.

Given under my hand at London this *Thirteenth* day of *March*
One Thousand Nine Hundred and *fourteen*.

Fees and Deed Stamps £ *7-10-0*

Stamp Duty on Capital £ _____

Geo. Hargreaves

Assistant Registrar of Joint Stock Companies.

Certificate received by

Shephards & Associates

6 Finsbury Avenue

EC

Date *16th March 1914*