

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE, AND NOT HAVING  
A CAPITAL DIVIDED INTO SHARES.

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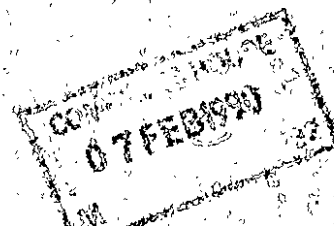
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**Memorandum**  
**AND**  
**Articles of Association**  
**OF**  
**The Joseph Rowntree Social Service**  
**Trust Limited**

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DARLINGTON:  
WILLIAM DRESSER & SONS, LIMITED, PRINTERS, CROWN STREET.

1939.



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**Memorandum**  
AND  
**Articles of Association**  
OF  
**The Joseph Rowntree Social Service**  
**Trust Limited**

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DARLINGTON :  
WILLIAM DRESSER & SONS, LIMITED, PRINTERS, CROWN STREET.  
1939.

At an Extraordinary General Meeting of the Members of the Joseph Rowntree Social Service Trust Limited, duly convened and held at the Great Northern Hotel, King's Cross, London, N.1. on the Twenty-Fourth day of October, 1969, the following Special Resolution was passed:

IT WAS RESOLVED:

that the Articles of Association be amended by the deletion of Article 44 and the substitution therefor of the following new Article namely:-

"44. The remuneration of the Directors shall from time to time be determined by the Directors. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company."

W. B. Morrell

(Chairman)

The Joseph Rowntree Social Service Trust Limited

At an Extraordinary General Meeting of the Members of  
The Joseph Rowntree Social Service Trust Limited, duly convened  
and held at The Great Northern Hotel, Kings Cross, London, N.1.,  
on the 9th day of December, 1966, the following Special Resolution  
was passed:

"That Clause 5 of the Company's Memorandum of  
Association be revoked and deleted from the  
Memorandum."

W.B. MORRELL

Chairman.

BOARD OF TRADE

IN RE THE COMPANIES

DIRECTION PURSUANT TO SECTION 129(1) OF THE COMPANIES  
ACT, 1948

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WHEREAS on the 26th day of November, 1948, it was shown that the conditions mentioned in sub-section (2) of section 129 of the Companies Act, 1948, were satisfied in the case of

JOSEPH ROWNTREE SOCIAL SERVICE TRUST LIMITED  
(hereinafter called "The Company").

NOW THEREFORE the Board of Trade, on the application of the directors of the Company and pursuant to the proviso to sub-section (1) of that section, hereby direct that, in relation to any annual returns of the company subsequent to the said date, it shall not be necessary for the said conditions to have been satisfied prior thereto.

This Direction shall continue in force until such time as the Company ceases to satisfy the said conditions.

Signed by Order of the Board of Trade  
this 23rd Day of March, 1949

(Signed) I. de Keyser

Authorised in that behalf by the  
President of the Board of Trade

## Certificate of Incorporation

I hereby Certify that THE YORK SOCIAL SERVICE TRUST LIMITED is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this thirtieth day of November One Thousand Nine Hundred and thirty nine.

R. MARTIN,

*Registrar of Companies.*

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## Certificate of Change of Name

I hereby Certify that THE YORK SOCIAL SERVICE TRUST LIMITED having, with the sanction of a Special Resolution of the said Company and with the approval of the Board of Trade, changed its name, is now called  
THE JOSEPH ROWNTREE SOCIAL SERVICE TRUST LIMITED  
and I have entered such new name on the Register accordingly.

Given under my hand at London, this twenty-seventh day of January One Thousand Nine Hundred and forty.

R. MARTIN,

*Registrar of Companies.*

## Special Resolution

Duly passed at a meeting held on the 2nd day of January, 1940.

“That the name of the Company be  
“changed to The Joseph Rowntree  
“Social Service Trust Limited.”

COMPANY LIMITED BY GUARANTEE, AND NOT HAVING  
A CAPITAL DIVIDED INTO SHARES.

**Memorandum of Association**  
OF  
**The York Social Service Trust Limited**  
ALTERED BY SPECIAL RESOLUTION TO  
The  
**Joseph Rowntree Social Service Trust Limited**

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1. The name of the Company is \* "THE YORK SOCIAL SERVICE TRUST LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are: -

(a) To find out, by investigation and study of the conditions under which the working and poorer classes live, the best means of removing or alleviating the evils of poverty, distress, overcrowding, intemperance, gambling, physical deterioration, ignorance, and other social evils.

(b) To investigate the operation of the existing or any future laws or any of them in causing, affecting, abating, or removing the above-mentioned evils or any of them, and to promote the study of the question what legislative or other reforms or remedies will be likely to remove or abate these evils.

(c) To promote by all lawful means all such legislative reforms as will be likely or shall be designed to remove or abate the above-mentioned evils or any of them.

(d) To influence public opinion by all lawful means in favour of the removal, abatement, diminution, or alleviation of the above-mentioned evils, causes, or conditions or any of them.

(e) To use all such other lawful means and to do all such acts and things as shall to the Company seem fit to secure or promote the removal, abatement, diminution, or alleviation of the above-mentioned evils, causes, or conditions or any of them.

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\* The name of the Company was altered to "The Joseph Rowntree Social Service Trust Limited" by Special Resolution passed 2nd January, 1940.



(f) Generally to promote the welfare of the community in such manner as shall to the Company seem fit; and in particular to promote, by study and investigation of causes of evil, the wise direction of philanthropic and social effort, and to promote by all lawful means all such legislative reforms as shall to the Company appear likely to be useful and beneficial, and by all lawful means to promote or endeavour to secure purity of election for Parliament, and for all municipal and other public bodies in the United Kingdom, and by all lawful means to influence public opinion in favour of all such legislative or social reforms as shall to the Company appear desirable.

(g) To promote the study and general knowledge of political, economic, and social science, statistics, philosophy, history, jurisprudence, and international law, and the theory and practice of education, and all matters relating to the progress and development of communities and of mankind generally.

(h) To assist in bringing about the settlement of international disputes by arbitration or other pacific means; to help to procure a reduction of expenditure on armaments and preparation for war; and, generally, to promote the spread of peace and good will between nations.

(i) To establish, carry on, maintain, endow, or aid institutions, businesses, newspapers, magazines and periodicals, and to publish or procure the publication and circulation of books and pamphlets which, in the opinion of the Company, are likely to advance its objects.

(j) To make grants to individuals and associations engaged in research in matters connected with the objects of the Company, or in advocating social reforms or legislative changes which are likely in the opinion of the Company to promote its objects.

(k) To enter into any arrangement for sharing profits, union of interests, co-operation, or otherwise, with any person or company engaged or about to engage in promoting any object or engaging in any transaction which this Company is authorised to promote or engage in, or which in the opinion of this Company is likely to advance its objects either directly or indirectly. And to lend money to, guarantee the contracts of, or otherwise assist, any such person or company,

and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

(l) To enter into any arrangements with any Governments or authorities, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.

(m) To subscribe or guarantee money for any religious, charitable, philanthropic, benevolent, public, or useful object, and to establish and support or aid in the establishment or support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance.

(n) To promote any company or companies for any purpose which may seem directly or indirectly calculated to advance the objects of this Company.

(o) To purchase, take on lease, or in exchange, hire, or otherwise acquire, any real and personal property and any rights. Provided that, in case the Company shall desire to hold more land than the law shall for the time being permit it to hold without the licence of the Board of Trade, such licence shall first be obtained.

(p) To construct, maintain, and alter any houses, buildings, or works, necessary or convenient for the purposes of the Company.

(q) To make any gifts of any part of the property of the Company for any purpose which may seem directly or indirectly calculated to advance its objects, or the objects of any other Company or Trust or body of persons having objects altogether or in part similar to those of this Company.

(r) To take any gift of money or property, whether subject to any special trust or not, for all or any one or more of the objects of the Company.

(s) To acquire by purchase or otherwise shares or stock in any other company and generally to invest and deal with

the moneys of the Company not immediately required, in such manner, as may from time to time be determined.

(t) To lend money to such persons and on such terms as may seem expedient.

(u) To borrow or, in such other manner as the Company shall think fit, to raise or secure the payment of money, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to redeem or pay off any such securities.

(v) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading warrants, debentures, and other negotiable or transferable instruments.

(w) To undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise.

(x) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.

(y) To amalgamate with any other company having objects altogether or in part similar to those of this Company.

(z) To procure the Company to be registered or recognised in any foreign country or place.

(aa) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.

(bb) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by and through trustees, agents, or otherwise, and either alone or in conjunction with others.

(cc) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(dd) And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incor-

porated, and whether domiciled in the United Kingdom or elsewhere, and the intention is that the objects specified in each paragraph of the clause shall, except where otherwise expressed in such paragraph, be in no wise restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The income and property of the Company, whencesoever derived, shall be applied solely toward the promotion of the objects of the Company 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 by way of profit, to the Members of the Company. Provided that nothing herein contained shall prevent the payment in good faith of any remuneration to any officers or servants of the Company, or to any Member of the Company, in return for any services actually rendered to the Company, nor prevent payment of interest at a reasonable rate on any money borrowed from any Member of the Company.

5. The Company shall be wound up not later than 30 years from the date of its formation.

6. The liability of the members is limited.

7. Every Member of the Company undertakes to contribute to the assets of the Company, 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 Company contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding ten shillings.

8. All property, if any, which shall remain on the winding-up or dissolution of the Company, after satisfaction of its debts and liabilities, shall, in lieu of being distributed among the Members, be given or transferred to one or more institutions, societies, or companies having objects similar to those or some of those of the Company, to be determined by the Members of the Company at or before the time of dissolution, or, in default thereof, by a Court of competent jurisdiction.

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

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

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BENJAMIN SEEBOHM ROWNTREE, North Dean, High Wycombe, Manufacturer.

ARNOLD STEPHENSON ROWNTREE, Brook House, Thornton Dale, Yorks., Manufacturer.

THEODORE HOTHAM ROWNTREE, Clifton Lawn, York, Gentleman.

AGNES JULIA MACDONALD, Ouse Lea, Clifton, York, Married Woman.

PETER MACDONALD, Ouse Lea, York, Doctor of Medicine.

JOHN BOWES MORRELL, Burton Croft, York, Manufacturer.

ERNEST EDWIN TAYLOR, Bannisdale, Malton, Yorks., Newspaper Director.

GEORGE BARNARD BLACK, 38 Shepherds Hill, Highgate, London, N.G., Solicitor.

PHILIP ROWNTREE, 38 Burton Stone Lane, York, Employment Manager.

WILLIAM BOWES MORRELL, Burton Croft, York, Newspaper Assistant Manager.

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Dated the 23rd day of November, 1939.

Witness to the above signature of  
Benjamin Seeborn Rowntree—

ELIZABETH ROBERTS,  
9 Priory Road, High Wycombe,  
Secretary.

Witness to the above signatures of  
Arnold Stephenson Rowntree, Theodore  
Hotham Rowntree, Agnes Julia Mac-  
donald, Peter Macdonald, John Bowes  
Morrell, Ernest Edwin Taylor, Philip  
Rowntree and William Bowes Morrell—

J. R. WHITING,  
61 Wigginton Road, York,  
Secretary.

Witness to the above signature of  
George Barnard Black.

LLOYD OWEN,  
42 Shipton Road, York.  
Economist.

The Joseph Rowntree Social Service Trust Limited

At an Extraordinary General Meeting of the members of The Joseph Rowntree Social Service Trust Limited duly convened and held at 61 Wigginton Road, York, on the 26th day of November, 1948, the following Special Resolution was passed:

"THAT the Articles of Association of the Company be altered in manner following that is to say:-

(1) By deleting Clause 1 and substituting therefor the following clause:-

1. The Company shall be a private company and accordingly:-

(a) The right to transfer shares is restricted in manner hereinafter prescribed.

(b) The number of the members for the time being of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be, members of the Company) shall not exceed fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.

(c) No invitation shall be issued to the public to subscribe for any shares debentures or debenture stock of the Company.

(2) By adding after Clause 1 the following new Clause:-

1A. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share."

J.B. MORRELL

Chairman

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE, AND NOT HAVING  
A CAPITAL DIVIDED INTO SHARES.

Articles of Association  
OF  
The  
Joseph Rowntree Social Service Trust Limited

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MEMBERS.

1. For the purposes of registration, the number of the Number of Members.  
Members of the Company is declared not to exceed twenty but  
the Directors may from time to time register an increase of  
Members.

2. These articles shall be construed with reference to the Construction of articles.  
provisions of the Companies Act, 1929 (hereinafter called "the  
Act,") and expressions used in the Act shall where used in these  
articles have the same meanings as in the Act.

3. The Company is established for the purposes expressed Objects of the Company.  
in the Memorandum of Association.

4. The subscribers to the Memorandum of Association and Members.  
such other persons as shall be elected in manner hereinafter  
provided shall be members of the Company.

5. Any person, whom the Directors shall by resolution Members to be elected by the Directors.  
nominate to be a Member of the Company, and who shall signify  
in writing to the Secretary his or her acceptance of such nomination,  
shall thereupon become a Member of the Company; and the  
Secretary shall forthwith enter the name of such person in the  
books of the Company as a Member thereof.

6. Every Member of the Company shall have the right of Members to have the right of voting at the meetings.  
attending and voting at all the meetings of the Company.

7. Every right or privilege hereby given to any Member Members' rights not transferable.  
of the Company shall be the personal right or privilege of such  
Member, and shall not be in any way transferable or transmissible,  
but shall cease upon the Member's ceasing to be a Member of the  
Company, whether by death, retirement, or otherwise.

Retirement  
of Members.

8. Any Member of the Company may retire from being a Member of the Company by tendering in writing to the Directors his resignation of his membership of the Company, and the Directors accepting such resignation, and upon such acceptance his name shall be removed from the list of Members and he shall be deemed to have retired.

Removal of  
Members.

9. Any Member of the Company may be removed from being a Member thereof by a resolution of the others of the Members to that effect passed by them unanimously or by a majority consisting of all but two of the others of the Members if the number of such other Members exceeds eight or a majority consisting of all but one of the others of the Members if the number of such other Members does not exceed eight, and upon the passing of such a resolution the Member so removed shall cease to be a Member of the Company, and his name shall be removed from the list of Members.

#### BORROWING POWERS.

Power to  
borrow.

10. The Directors may, from time to time, at their discretion, borrow from the Directors, the Company's bankers, or other persons, any sum or sums of money for the purposes of the Company.

Conditions  
on which  
money may  
be borrowed.

11. The Directors may raise or secure the repayment of such moneys, in such manner, and upon such terms and conditions in all respects, as they think fit, and in particular by the issue of debentures of the Company charged upon all or any part of the property and rights of the Company, both present and future, or by bonds, covenants, promissory notes, or bills of exchange.

Issue of  
debentures  
at a discount  
premium, &c.

12. Every debenture or other instrument for securing the payment of money issued by the Company may be so framed that the moneys thereby secured shall be assignable free from any equities between the Company and the person to whom the same may be issued. Any debentures, bonds, or other securities may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, or otherwise.

#### GENERAL MEETINGS.

First  
General  
Meeting.

13. The first general meeting shall be held at such time not being less than one month, nor more than three months after the incorporation of the Company, and at such place as the Directors may determine.



14. General meetings provided for by Section 112 of the Act shall be held at such time and place as may be determined by the Directors. When General Meetings to be held.

15. The general meetings mentioned in the last preceding clause shall be called ordinary general meetings: all other general meetings of the Company shall be called extraordinary general meetings. What are Ordinary and Extraordinary Meetings.

16. The Directors may whenever they think fit, and they shall upon a requisition made in writing by not less than three Members, convene an extraordinary general meeting. When Extraordinary Meeting to be held.

17. Any such requisition shall specify the object of the meeting required, and shall be signed by the Members making the same, and shall be deposited at the office of the Company. It may consist of several documents in like form, each signed by one or more of the requisitionists. The meeting, whether convened by the Directors or the requisitionists, must be convened for the purposes specified in the requisition. Form of Requisition for Extraordinary Meeting.

18. In case the Directors, for fourteen days after such deposit fail to convene an Extraordinary Meeting to be held within twenty-one days after such deposit, the requisitionists may themselves convene a meeting to be held within six weeks after such deposit and the expenses of holding the same shall be paid out of the funds of the Company. When requisitionists may call Extraordinary Meeting.

19. Subject to the provisions of Section 117 (2) of the Act relating to special resolutions five clear days' notice, at the least, specifying the place, day and hour of meeting, and, in case of special business, the general nature of such business, shall be given to each Member in the manner hereinafter mentioned. Whenever any meeting is adjourned for seven days or more, at least five days' notice of the place and hour of meeting of such adjourned meeting shall be given in like manner. But with the consent in writing of all the Members, a meeting may be convened by a shorter notice, and in any manner such Members think fit. Notice of meetings.

20. The accidental omission to give any such notice to any of the Members shall not invalidate the proceedings at any such meeting. Omission to give notice to a Member.

#### PROCEEDINGS AT GENERAL MEETINGS.

21. The business of an ordinary general meeting shall be to receive and consider the accounts and balance sheet, the ordinary reports of the Directors and Auditors, to elect Directors and other Business of Ordinary Meeting.

officers in the place of those, if any, who are retiring or whose term of office is expired and the fixing of the remuneration of the Auditors and to transact any other business which, under these presents, ought to be transacted at an ordinary general meeting; all other business transacted at an ordinary general meeting, and all business transacted at an extraordinary general meeting, shall be deemed special.

Quorum for  
General  
Meeting.

22. Three Members personally present shall be a quorum for a general meeting and no business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

Chairman  
of General  
Meeting.

23. The Chairman of the Directors, and in his absence the Deputy-Chairman, if any, shall be entitled to preside at every meeting of the Company. If neither the Chairman of the Directors, nor the Deputy-Chairman be present within fifteen minutes after the time appointed for holding such meeting, the Directors present shall select one of their number to preside, and, failing this, the Members present shall choose some one of their number to be Chairman of the meeting.

Dissolution  
and  
adjournment  
of General  
Meeting.

24. If within half an hour from the time appointed for the meeting the required number of Members be not present, the meeting, if convened upon the requisition of Members, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week, at the same hour and place; and if at such adjourned meeting the required number of Members shall not be present, those Members who are present shall be a quorum, and may transact the business for which the meeting was called.

Power to  
adjourn  
General  
Meeting.

25. The Chairman may, upon the resolution of the meeting, adjourn the 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 unfinished at the meeting from which the adjournment took place.

How  
questions to  
be decided  
at meetings.

26. Every question submitted to a General Meeting shall, unless unanimously decided, be decided in the first instance by a show of hands; and in case of an equality of votes, the Chairman shall, both on the show of hands and at the poll, have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

How poll  
may be  
demanded.

27. At any General Meeting, unless a poll is demanded by at least three Members entitled to vote, a declaration by the Chairman

that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

28. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place, and either immediately or after an interval or adjournment not exceeding seven days, as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. How poll shall be taken.

29. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. Business may proceed notwithstanding poll.

30. Any poll demanded as aforesaid upon any question of adjournment, or as to the election of a chairman, shall be taken at the meeting without adjournment. Poll without adjournment.

#### VOTES OF MEMBERS.

31. Every Member shall have one vote. Votes of Members.

32. Votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor, or, if such appointor is a corporation, under its common seal. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote. Proxies permitted.

33. The instrument appointing a proxy shall be deposited at the registered office of the Company not less than twenty-four hours before the time for holding the meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from the date of its execution. Proxies to be deposited before meeting.

34. The instrument of proxy, whether for a specified meeting or otherwise, shall, so far as circumstances will admit, be in form or to the effect following:— Form of Proxy.

“THE JOSEPH ROWNTREE SOCIAL SERVICE TRUST LIMITED,”

“I of in the  
“county of being a Member of the above-  
“named Company, hereby appoint  
“of (or failing him

" of each of them being a Member  
 " of the said Company, and entitled to vote, to be my proxy  
 " to vote for me and on my behalf at the Ordinary (or  
 " Extraordinary, or adjourned, as the case may be) General  
 " Meeting of the Company, to be held on  
 " day of and any adjournment thereof.  
 " As witness my hand day of ."

Resolution  
of members  
without  
meeting.

35. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly called and constituted.

### DIRECTORS.

Number of  
Directors.

36. Unless and until otherwise determined by a General Meeting, the number of Directors shall not be less than five nor more than ten.

First  
Directors.

37. The following persons shall be the first Directors of the Company:-

BENJAMIN SEEBOHM ROWNTREE,  
 ARNOLD STEPHENSON ROWNTREE,  
 JOHN BOWES MORRELL,  
 ERNEST EDWIN TAYLOR,  
 BENJAMIN PHILIP ROWNTREE, AND  
 WILLIAM BOWES MORRELL.

Rotation of  
Directors.

38. At the first ordinary general meeting of the Company the whole of the Directors shall retire from office and at the ordinary general meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office.

Order of  
Retirement.

39. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Retiring  
Director  
eligible.

40. A retiring director shall be eligible for re-election and shall continue as a director until the close of the meeting at which he retires.

41. The Directors shall have power from time to time and at any time to appoint any other persons to be Directors, but so that the total number of Directors shall not at any time exceed the maximum number as fixed by or pursuant to Clause 36 hereof, and so that no appointment under this clause shall have effect unless made by the unanimous vote of the Directors at a meeting at which all the Directors for the time being shall be present, or by a resolution passed by a majority consisting of all but two of the Directors if their number exceeds eight or a majority consisting of all but one of them if their number does not exceed eight. Any Director appointed under this clause hereof shall hold office until the next ordinary general meeting.

Directors power to appoint Directors on vacancies or otherwise

42. At every ordinary general meeting the Company may increase or reduce the number of Directors and may fill up any vacancy or vacancies for the time being in the number of Directors, but every appointment of a Director who is not a retiring Director shall be made only with the previous consent of all the Directors for the time being or a majority consisting of all but two of them if their number exceeds eight or a majority consisting of all but one of them if their number does not exceed eight. If at any general meeting at which an election of Directors ought to take place the place of any retiring Director is not filled up he shall if willing to act be deemed to have been re-elected unless at such meeting it shall be determined to reduce the number of Directors in office.

Power for General Meeting to increase or reduce number of Directors and fill vacancies.

43. If any person appointed a Director shall not be a Member of the Company, he shall, by virtue of his appointment as Director at once become a Member thereof, and his name shall be entered in the list of Members accordingly.

Non-members appointed Directors to become Members *ipso facto*.

44. No Director shall receive, either directly or indirectly, any remuneration for his services as a Director.

No Director to receive any remuneration.

45. The continuing Directors may act notwithstanding any vacancy in their body.

Action of Directors during vacancy.

46. The office of Director shall be vacated:-

When office of Director to be vacated.

(a) If he becomes bankrupt, or suspends payment, or files a petition for liquidation of his affairs, or compounds with his creditors; or

(b) If he be found lunatic or becomes of unsound mind; or

(c) If he absents himself from the meetings of the Directors during a period of six calendar months without reasonable cause, unless with special leave of absence from the Directors; or

(d) If he is removed from office by a resolution of the others of the Directors to that effect passed by them unanimously or by a majority consisting of all but two of the others of the Directors if the number of such other Directors exceeds eight or a majority consisting of all but one of the others of the Directors if the number of such other Directors does not exceed eight.

Director may  
contract with  
Company.

47. No Director shall be disqualified by his office from purchasing any of the property of the Company or from contracting with the Company either as vendor, purchaser, or member or director of any other company, or otherwise, nor shall any such purchase, contract, or arrangement, made or entered into by or on behalf of the Company in which any Director shall be in any way interested, be avoided, nor shall any Director so purchasing or contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement, by reason only of such Director holding that office, or of the fiduciary relations thereby established; but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the purchase, contract, or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest.

Power to  
employ  
Directors.

48. In case it shall happen that any one or more of the Directors for the time being shall, with the consent of the other Directors, perform any professional services for the Company, whether as Solicitor, Accountant, Architect or Surveyor, or in any other capacity whatsoever, then and in every such case, he or they shall be entitled to make the same professional charges or to receive the same pecuniary emoluments or remuneration for all such services as if he or they, not being a Director or Directors, had been employed by the Company to perform the same services, and shall be allowed to receive from the Company the full remuneration for all such services, any rule of equity notwithstanding. Provided that no Director so employed shall have power to deliberate or vote as a Director on any question which may arise touching his employment, or the terms and conditions

thereof, or his remuneration for the same, or otherwise relating thereto

49. General Meetings of the Directors shall be held at least <sup>Quarterly meetings of Directors.</sup> four times a year and at intervals of about three calendar months. Such meetings shall be called General Quarterly Meetings, and shall be held on such days and at such time and place as the Directors shall by resolution determine.

50. Meetings of the Directors may also be held at any other <sup>Other meetings.</sup> time either upon such notice as is hereinafter mentioned or, when all are present, without any notice, and may be convened by any one Director or by the Secretary or by any other person authorised for that purpose by the Directors.

51. Notice of any meeting of the Directors must be given <sup>Notices of Directors' meetings.</sup> personally or sent by post and two days' notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) shall be given where notices are sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice to the usual or last known address in the United Kingdom of the Director and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

#### PROCEEDINGS OF DIRECTORS.

52. Subject to the provisions contained in these articles, the <sup>Meetings of Directors, Quorum, &c.</sup> Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit; they may, elect a Chairman, and may determine the quorum necessary for the transaction of business. Until otherwise determined, three Directors shall form a quorum.

53. Questions arising at any meeting of Directors shall <sup>How questions to be decided.</sup> (except as herein otherwise provided) be decided by a majority of votes. Each Director present shall have one vote, and, in case of equality of votes, the Chairman shall have a second or casting vote.

54. A meeting of Directors at which a quorum is present <sup>Power of quorum to act.</sup> shall (except as herein otherwise provided) be competent to exercise all or any of the authorities, powers, and discretions by or under these presents vested in or exercisable by the Directors generally.

Power to  
appoint  
committees

55. The Directors may delegate any of their powers to committees consisting of such member or members of their body and such other person or persons as they may think fit, but nothing in this clause contained shall authorise the delegation of the powers of the Directors in the matters referred to in Clause 60 hereof. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors.

Acts of  
Directors  
valid though  
appointment  
defective.

56. All acts done at any meeting of the Directors or of a committee of Directors, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, 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 Director.

Directors  
may be  
directors  
of other  
companies.

57. A Director of this Company may be or become a director of any company promoted by this Company, or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as a member or director of such company.

Resolution  
of Directors  
without  
meeting.

58. A resolution in writing signed by all the Directors or by all the members of a committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly called and constituted.

#### POWERS OF DIRECTORS.

General  
power vested  
in Directors.

59. The management of the business and the control of the Company shall be vested in the Directors, who, in addition to the powers and authorities by these presents expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and are not hereby or by statute expressly directed or required to be exercised and done by the Company in General Meeting, but subject nevertheless to such regulations, not being inconsistent with the Articles of Association for the time being in force, as may from time to time be made by extraordinary resolution; but no regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Restriction  
on expendi-  
ture of over  
£250.

60. No sum of money exceeding £250 and no property exceeding that amount in value shall at any one time be expended or applied for any of the purposes of the Company unless such



expenditure or application shall be sanctioned, either (1) by some instrument in writing executed or signed by all the Directors who are for the time being within the United Kingdom, or (2) by a resolution passed at a meeting of Directors at which at least two-thirds of the Directors for the time being are present, or (3) by a resolution passed at a meeting of the Directors and confirmed at a second meeting subsequently convened by not less than three clear days' notice setting out the terms of the resolution proposed to be confirmed.

61. All voting powers which shall be exercisable at Shareholders' meetings of Rowntree & Co. Ltd. (or any other Company which may for the time being be the successor in business of that Company or which may carry on the business or substantially the same business as that now carried on by that Company or which owns a substantial holding of the ordinary share capital of Rowntree & Co. Ltd. or of the ordinary share capital of any such other Company as aforesaid) in respect of any shares which may at any time be held by this Company or by trustees on its behalf in Rowntree & Co. Ltd. or any such other Company as aforesaid, shall, so far as is possible having regard to the Articles of Association of Rowntree & Co. Ltd. or any such other Company as aforesaid for the time being in force be divided equally between the Directors of this Company (any odd votes being given to the Chairman for the time being of the Directors of this Company), and each Director shall be entitled to exercise the voting powers so conferred on him by proxy or otherwise in such manner as he shall think fit.

#### MINUTES.

62. The Directors shall cause minutes to be duly entered in books provided for the purpose:—

- (a) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (b) Of all appointments of officers;
- (c) Of all orders made by and resolutions and proceedings of General Meetings and of the Directors and committees.

Any such minutes of any meeting of the Directors or of any committee, or of the Company, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matter stated in such minutes.

## ACCOUNTS.

Accounts to  
be kept

63. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company, and all matters in respect of which such receipts and expenditure take place, and of the assets, credits, and liabilities of the Company; and such books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit.

Inspection  
by Members.

64. The Directors shall from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of Members.

Annual  
balance  
sheet.

65. At the ordinary general meeting in each year, the Directors shall lay before the Company a balance sheet containing a summary of the assets and liabilities of the Company for the period, in the case of the first balance sheet, since the incorporation of the Company and in any other case since the time up to which the last preceding balance sheet was made, and each such balance sheet shall be made up to a date six months, or less, before the date of the meeting.

Report of  
Directors.

66. Every such balance sheet shall be accompanied by a report of the Directors as to the state and condition of the Company, and the report and balance sheet shall be signed by not less than two Directors, and countersigned by the Secretary.

## AUDIT.

Accounts to  
be audited.

67. In the year 1941 and once at least in every subsequent year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by an Auditor or Auditors, who must be a chartered accountant or a firm of chartered accountants.

Appoint-  
ment of  
Auditors.

68. The first Auditor or Auditors shall be appointed and their remuneration fixed by the Directors. Subsequent Auditors shall be appointed by the Company in General Meeting. Any Auditor quitting office shall be eligible for re-election.

Who may be  
an Auditor.

69. The Auditor may be a Member of the Company, but no Director or other officer shall be eligible as an Auditor during his continuation in office.

Casual  
vacancy.

70. If any casual vacancy occurs in the office of Auditor, the Directors shall forthwith fill up the same.

71. The Auditors shall at all reasonable times have access Auditors to have access to books. to the books and accounts of the Company, and they may in relation thereto examine the Directors or other officers of the Company.

72. Every account of the Directors, when audited and When accounts to be deemed conclusive. approved by a General Meeting, shall be conclusive, except as regards any manifest error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected, and shall thenceforth be conclusive.

### NOTICES TO MEMBERS.

73. All notices shall be served upon any Member, either How notices to be served. personally or by sending them through the post in a prepaid letter addressed to such Member at his registered place of address.

74. A Member whose registered place of address is not in the Members resident abroad. United Kingdom may, from time to time, notify in writing to the Company some place of service in the United Kingdom, and such place shall be regarded as his registered place of address for the purposes of the last preceding clause hereof.

75. As regards Members, if any, who have no registered Notice where no address. address in the United Kingdom, a notice posted up in the office of the Company shall be deemed to be duly served on them at the expiration of twenty-four hours after it is so posted up.

76. Where a given number of days' notice, or notice extending Computation of length of notice. over any other period is required to be given, the day of service (subject nevertheless to the provisions of the Act) shall, but the day upon which such notice will expire shall not, be included in such number of days or other period.

77. Any notice sent by post shall be deemed to have been When notice deemed to be served. served on the day following that on which the same is posted, and in proving such service it shall be sufficient to prove that the letter or wrapper containing the notice was properly addressed and put into the post office.

### INDEMNITY.

78. Subject to the provisions of Section 152 of the Act every Indemnity. Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company

to pay, all costs, losses, and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant in any way in the discharge of his duties or by reason of any such liability as is mentioned in paragraph (c) of the proviso to the said section.

#### WINDING-UP.

79. Unless otherwise determined by an extraordinary resolution of the Company, any property which shall remain on the winding-up or dissolution of the Company, after satisfaction of its debts and liabilities, shall be given or transferred to a charity, established by Joseph Rowntree, for the improvement of the condition of the working classes, and called "The Joseph Rowntree Village Trust."

#### MARGINAL NOTES.

Marginal  
notes.

80. The notes appearing in the margin of these articles, and the headings of the various sections thereof, are inserted for convenience of reference only, and are not intended to form any part of these articles, or to be referred to as a guide to the meaning or construction of any clause or provision thereof.

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#### NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

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BENJAMIN SEEBOHM ROWNTREE, North Dean, High Wycombe, Manufacturer.

ARNOLD STEPHENSON ROWNTREE, Brook House, Thornton Dale, Yorks., Manufacturer.

THEODORE HOTHAM ROWNTREE, Clifton Lawn, York, Gentleman.

AGNES JULIA MACDONALD, Ouse Lea, Clifton, York, Married Woman.

PETER MACDONALD, Ouse Lea, York, Doctor of Medicine.

JOHN BOWES MORRELL, Burton Croft, York, Manufacturer.

ERNEST EDWIN TAYLOR, Bannisdale, Malton, Yorks., Newspaper Director.

GEORGE BARNARD BLACK, 38 Shepherds Hill, Highgate, London, N.6., Solicitor.

PHILIP ROWNTREE, 38 Burton Stone Lane, York, Employment Manager.

WILLIAM BOWES MORRELL, Burton Croft, York, Newspaper Assistant Manager.

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Dated the 23rd day of November, 1939.

Witness to the above signature of  
Benjamin Seeborn Rowntree

ELIZABETH ROBERTS,

9 Priory Road, High Wycombe,  
Secretary.

Witness to the above signatures of  
Arnold Stephenson Rowntree, Theodore  
Hotham Rowntree, Agnes Julia Mac-  
donald, Peter Macdonald, John Bowes  
Morrell, Ernest Edwin Taylor, Philip  
Rowntree and William Bowes Morrell—

J. R. WHITING,

61 Wigginton Road, York,  
Secretary.

Witness to the above signature of  
George Barnard Black.

LLOYD OWEN,

42 Shipton Road, York.  
Economist.

THE COMPANIES ACT, 1929

COMPANY LIMITED BY GUARANTEE, AND  
NOT HAVING A CAPITAL DIVIDED  
INTO SHARES.

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Memorandum  
AND  
Articles of Association  
OF  
The Joseph Rowntree Social  
Service Trust Limited

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G. BARNARD BLACK,  
YORK.

WILLIAM PETERS & SONS, LIMITED, BRIDGE STREET, DARTFORTH.