

Company No. 1430799

THE COMPANIES ACT 1985 & 1989
AN UNLIMITED PRIVATE COMPANY
HAVING SHARE CAPITAL

SATURDAY



MEMORANDUM OF ASSOCIATION

- of -

STALBURY TRUSTEES

- 1 The name of the Company is "Stalbury Trustees"
- 2 The Registered Office of the Company will be situated in England
- 3 The objects* ("the Objects") for which the Company is established are -
 - (A) the promotion of the Conservative Party ("the Party"), the Conservative cause, and Conservative Principles and policies ("together Conservative Principles"), in such manner as the Company thinks fit and in particular, without restriction
 - (a) to support any association, club, society, institution or other body in the city of St Albans or the county of Hertford (including the St Albans division of the Central Conservative and Unionist Association) and elsewhere in the United Kingdom or throughout the World, the purposes of which include
 - (i) the promotion of Conservative Principles and the conservative cause,
 - (ii) the election of Conservative Members of Parliament and the formation of a Conservative government, and
 - (iii) the fostering of fellowship, solidarity and cooperation between members of the Party and other interested persons
 - (b) the promotion of, and support for research into, or leading to the formation and development of, Conservative Principles, whether by individuals, institutes or any other body or group,

* As amended by Special Resolution dated 6th November 2007

- (c) to promulgate and publicise Conservative Principles and the Conservative cause and to assist electoral or other campaigns promoting those or associated principles and causes, and
- (d) to provide, or fund the provision of, premises, equipment and services for any association, club etc listed in paragraph (a) above

In this clause 3 (A) "Conservative Principles" and the "Conservative Cause" mean and include any principles, opinions, policies or cause which are either

- an element of, or consistent with, the official policy of the Party from time to time, or
 - held or promoted by the Party as a whole or a significant body of its members from time to time
- (B) To take over the whole or any part of the real and personal property belonging to and to undertake all or any of the liabilities of the settlement known as the St Albans Salisbury Conservative Trust constituted by Trust Deeds dated 6th August 1932 and made between the Most Honourable James Edward Gascoyne, Marquess of Salisbury KG of the one part and the Right Honourable Robert Arthur James Gascoyne Cecil MP and Ernest Cape of the other part

4 For the purposes aforesaid but not otherwise the Company shall have power

- (i) To purchase , take on lease or in exchange hire or otherwise acquire any real or personal property which may be considered necessary or convenient for any purposes of the Company,
- (ii) To make grants, loans or other subventions to any body or individual on such terms (if any) as to repayment, interest and security and subject to such conditions as may be considered convenient or desirable and to provide such indemnities or guarantees for the performance of any body's or individual's obligations on such terms as may be considered appropriate *

* Inserted by Special Resolution dated 6th November 2007

- (iii) To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and other premises which may be required for any of the purposes of the Company,
- (iv) To take any gift of property, whether subject to any special Trust or not, for any purpose within the purposes of the Company,
- (v) To take such steps by personal or written appeals, public meetings, publications or otherwise as may be considered expedient for the purpose of procuring contributions to the funds of the Company,
- (vi) To sell, manage, lease, mortgage, dispose of or otherwise deal with any property owned by the Company subject in every case to such consents or orders (if any) that may be required by law,
- (vii) To invest any monies of the Company not immediately required for its purposes in or upon such investments, securities or property as the Company thinks fit,
- (viii) To employ and pay all such officers and servants as may be required for the purposes of the Company and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or other dependants,
- (ix) To establish and support, and to aid in the establishment and support of, any other foundations or associations formed for all or any of the objects of the Company,
- (x) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of the Company,
- (xi) To amalgamate with any Companies institutions, societies, foundations or associations having objects altogether or in parts similar to those of the Company,
- (xii) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, foundations or associations with which the Company is authorised to amalgamate,

- (xiii) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies, foundations or associations with which the Company is authorised to amalgamate or to any company which it is hereby authorised to establish, promote and otherwise assist,
- (xiv) So long as the Company be an unlimited company to accept surrender of shares by members whether for valuable consideration or otherwise and generally to acquire, purchase and deal in any shares or securities of the Company in any manner that the company may consider desirable,
- (xv) To do all such other lawful things as will further the attainment of the objects of the Company or are incidental or conducive to the attainment of the above objects,

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

Provided that nothing therein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company, or reasonable and proper rent for premises demised or let by any member of the Company or the payment of a reasonable purchase price for any assets sold by any member of the Company

6 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst members of the Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other charitable object

