

AMENDED

Registra

The Companies Acts 1985 to 1989

A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM & ARTICLES OF ASSOCIATION

of

TAMAR PROTECTION SOCIETY

Pothecary & Barratt
White Horse Court
North Street
Bishops Stortford
Herts CM23 2LD

A:\TAM031.CS

13.4.99



AD3 #AGRCFF32# 0046
COMPANIES HOUSE 25/03/00

AMENDED

The Companies Acts 1985 to 1989

COMPANY NOT FOR PROFIT AND LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

TAMAR PROTECTION SOCIETY

1. The name of the Society is "Tamar Protection Society".
2. The Registered Office of the Society will be situate in England.
- 3.1. The area with which the Society is concerned is the tidal waters of the River Tamar, its tributaries, estuaries and creeks together with the surrounding countryside ("the Area of Benefit").
- ① 3.2. The objects for which the Society is established are to improve protect and preserve for the benefit of the public the countryside and its ecology and the country towns and villages in the Area of Benefit.
4. The Society shall have the following powers exercisable in furtherance of its objects but not otherwise, and subject to such consents as may be required by law, namely:-
 - 4.1.1 To take over the aims, objectives, activities and obligations of the unincorporated Society called The Tamar Protection Society.

- 4.1.2 To establish or to secure the establishment of one or more premises as a museum and to maintain and manage, or to co-operate with any local statutory authority in the maintenance and management of any such museum for activities promoted by the Society and its constituent bodies in the furtherance of the above objects.
- 4.2.1. Promote co-operation between voluntary organisations, government departments, statutory authorities and individuals.
- 4.2.2. Bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals.
- 4.3.1. Act as a means of procuring, as well as furnishing, advice or information upon matters affecting any of the objects.
- 4.3.2. Arrange and provide for, or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses and other similar activities.
- 4.4. Arouse, stimulate and educate public opinion for the purpose of the promotion of any of the objects.
- 4.5. Make such representations as from time to time appear appropriate or necessary for the promotion of any of the objects.
- 4.6. To purchase, take on lease or in exchange hire or otherwise acquire and hold any real or personal property and any rights or privileges which the Society may think necessary or convenient for the purposes of the Society, and in particular any lands, buildings or works, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Society.
- 4.7. To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills

of exchange and other negotiable or transferable instruments and to operate bank accounts.

- 4.8. Subject to such consents as may be required by law to sell, let, mortgage, dispose or turn to account, all or any of the property or assets of the Society.
- 4.9. To equip any buildings upon any land held by or belonging to the Society, of any estate or interest, with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodation necessary for the purposes of the Society.
- 4.10. To take such steps by personal or written appeals, public meetings, exhibitions, lectures or otherwise as may from time to time be expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise.
- 4.11. To print and publish any periodicals, books, leaflets, newspapers, news letters or publications expedient for furthering any of the objects of the Society and to manufacture, buy, sell, supply and deal in goods of all kinds in connection with the work of the Society provided that the Society shall not undertake any permanent trading activities in raising funds for its charitable objects.
- 4.12. To undertake and execute any trusts which may lawfully be undertaken by the Society and which may be conducive to any of its objects and to take and accept any gift of money, property or other assets, whether subject to any special trust or not for any or all of the objects of the Society and to act as a trustee thereof.
- 4.13. To make any charitable donation either in cash or assets for the furtherance of any one or more of the objects of the Society and to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes

calculated to further the objects of the Society. -



4.14. Subject to such consents as may be required by law to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.

4.15. To invest the moneys of the Society not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit, and subject as hereinafter provided.

4.16. To employ as a professional investment manager any person who is entitled to carry on investment business under the provisions of the Financial Services Act 1986 (as amended or re-enacted) and to delegate to any such manager ("the Investment Manager") the exercise of all or any of its powers or investment or such terms and at such reasonable remuneration as the Committee think fit but subject always to the following conditions:-

4.16.1. The delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Committee and within the powers of investment conferred hereby;

4.16.2. Every transaction carried out by the Investment Manager under delegated powers shall be reported to the Chairman or other designated member of the Committee within fourteen days;

4.16.3. The Investment Manager shall report at regular intervals upon the current state, past performance and future prospects of the investments of the Society; and

4.16.4. The Committee shall be entitled at any time, and without notice, to review revoke or alter the terms of the delegation of its powers.

4.17. To effect, maintain and be a party to such insurances as the Committee thinks fit and

in particular (but without limitation):-

- 4.17.1. To insure the Committee Members against the costs of a successful defence to a criminal prosecution brought against them as Committee Members or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or duty unless the Committee Member concerned knew that or was reckless whether the act or omission was a breach of trust or breach of duty.
- 4.17.2. To effect insurance by or on behalf of the Committee or any of them against their liability in respect of acts which are undertaken by them in the administration of the Society, or any trust thereof, either properly or in breach of trust but in the bona fide belief that they were not in breach of trust but excluding liability for wilful and individual fraud, wrong doing or wrongful omission on the part of the Committee Member who is sought to be made liable and to bear the cost of effecting and maintaining such insurance from the funds of the Society or its income;
- 4.17.3. To apply capital or income in insuring any buildings or other property to their full value.
- 4.18. To employ and pay and provide training for any person or persons, not being a Committee Member to supervise, organise and carry on the work of and advise the Society.
- 4.19. Subject to the provisions of Clause 5 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Society or their dependents.
- 4.20. To affiliate or amalgamate with any companies, institutions, societies or associations

which are charitable at law and have objects substantially similar to those of the Society and prohibit the payment of any dividend or profit to, and the distribution of any of its assets amongst its Members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Society by this Memorandum of Association.

4.21. To affiliate with the National Federation of Community Organisations and with other organisations with similar objects.

4.22. To do all such other lawful things as will further the objects of the Society.

PROVIDED ALWAYS that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Committee of the Society shall be chargeable for any such property that 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 the Committee would have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts the Society shall deal only with or invest the same in such manner as allowed by law having regard to such trusts.

5. The income and property of the Society whencesoever derived, shall be applied solely

towards the promotion of the objects of the Society 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 of profit, to the Members of the Society.

PROVIDED THAT nothing herein shall prevent the payment, in good faith:

- 5.1. of the usual professional charges for business done by any Committee Member who is a solicitor, accountant, surveyor or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Committee benefit under this provision and that a Committee Member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- 5.2. of reasonable and proper remuneration to any officer or servant of the Society, or to any Member of the Society other than any Committee Member for any services rendered to the Society;
- 5.3. of interest at a rate not exceeding the base lending rate prescribed for the time being by a clearing bank selected by the Committee on money lent or reasonable and proper rent for premises demised or let by any Member of the Society, but so that no Committee Member of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration of other benefit in money or money's worth shall be given by the Society to any Committee Member except:-
 - (a) repayment of out of pocket expenses;
 - (b) the payment of insurance premiums payable and policy proceeds

received in respect of any policy effected within the provisions of Clauses 4.16.1 and 4.16.2; and

- (c) interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or to the Society provided that the provision last aforesaid shall not apply to any company of which a Committee Member may be a member holding not more than a one hundredth part of the capital of such company, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

6. No addition, alteration or amendment shall be made to or in the Memorandum of Association or any provision in the Articles of Association which is a provision which directs or restricts the manner in which the property of the Society may be used or applied without the prior written consent of the Charity Commissioners

 7. The liability of the Members is limited. 

8. Every Member of the Society undertakes to contribute to the assets of the Society, 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 Society 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 the adjustment of the rights of the contributions amongst themselves such amount as may be required not exceeding £1.

9. If upon the winding up or dissolution of the Society 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 Society, but shall be given or applied towards such other charitable purpose or purposes for the benefit of the Area of benefit or transferred to some other institution or institutions having objects similar to the objects of the Society, 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 Society under or by virtue of Clause 5 hereof, such charitable purpose or purposes or institution or institutions to be determined by the Members of the Society at or before the time of dissolution, 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 matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society; 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 Society for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Society 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 a Company in pursuance of this Memorandum of Association.

Name, address

Signature

Signature and address

3

3.

DATE)

10th JUNE 2009