

THE COMPANIES ACTS, 1948 to 1967

Company Limited by guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE HERALDRY SOCIETY

1. The name of the Company (hereinafter called "the Society") is "The Heraldry Society".
2. The registered office of the Society will be situate in England.
3. The objects for which the Society is established are:-
  - (a) To promote and encourage the study and knowledge of and to foster and extend interest in the art and science of heraldry, armory, chivalry, precedence, ceremonial, genealogy, family history and all kindred subjects (hereinafter collectively referred to as "the prescribed subjects") and for the purposes of the prescribed subjects to promote and organise meetings, lectures, instructions and discussions, to assist research to arrange expeditions and to give information, advice and assistance in connection with the prescribed subjects.
  - (b) To establish and maintain a reference library and centre of information and to furnish the same with books manuscripts reviews magazines and other publications or matters of interest in connection with the prescribed subjects.
  - (c) To publish and sell books and periodicals of interest in connection with the prescribed subjects.

- (d) Subject to the provisions of Section 14 of the Companies Act, 1948, to accept gifts of any real or personal property for the general purposes of the Society or for any particular purpose thereof.
- (e) Generally (but subject as aforesaid) to purchase, take on lease, or in exchange, hire or otherwise acquire, and to grant leases for building or other purposes of any real or personal property, and to obtain by purchase gift or otherwise any rights or privileges in any property and to acquire and deal with any property of any kind which the Society may think necessary or convenient for the purposes of the Society.
- (f) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Society and either or the Society's freehold or leasehold lands or elsewhere.
- (g) To invest and deal with the moneys of the Society not immediately required upon such securities and in such manner as may from time to time be determined but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (h) To borrow, raise or secure the payment of money for the purposes of the Society in such manner as the Society may think fit, and in particular by the issue of Debentures or Debenture Stock perpetual or otherwise, and as security for any such money to mortgage pledge or charge the whole or any part of the property, assets or revenue of the Society present or future.
- (i) For the furtherance of the Society's objects but not otherwise, to lend money either with or without security to any person or company and to guarantee the performance of contracts or the payment of debts or liabilities by any person or company.
- (j) To draw, make, accept, endorse, execute, and issue Promissory Notes, Bills of Exchange and other negotiable instruments.
- (k) To sell or dispose of the assets of the Society or any part thereof with a view to the promotion of its objects.

(l) To amalgamate affiliate or co-operate with and subscribe to any association society or corporation whose objects shall be both charitable and educational and to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any such association society or corporation PROVIDED that the Society shall not amalgamate affiliate with or subscribe to any association society or corporation which shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof.

(m) To subscribe money for such charitable objects as in the opinion of the Council may tend to facilitate and promote the carrying out of the work of the Society and to support or aid hospitals, infirmaries, convalescent homes, and other institutions for the benefit of the employees or ex-employees of the Society or the dependents or connections of such persons, or for other purposes directly or indirectly advantageous to the Society and (subject to the provisions of Clause 4 hereof) to grant pensions and allowances to and to make payments towards insurance in respect of such persons.

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

PROVIDED ALWAYS AND IT IS HEREBY DECLARED that the Society exists only for charitable purposes and notwithstanding anything hereinbefore contained nothing shall be an object of the Society which is not a charitable object

PROVIDED ALSO that the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation restriction or condition which if an object of the Society would make it a Trade Union

PROVIDED ALSO that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Minister of Education, 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 Council of Management 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 they would have been as such Council of Management 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, the Charity Commissioners or the Minister of Education over such Council of Management 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 only deal with the same in such manner as allowed by law, having regard to such trusts.

4. 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 gift division or a bonus in money or otherwise howsoever by way of profit, to or between any of the members of the Society.

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate per annum not exceeding five per cent on money lent or reasonable and proper rent for premises demised or let by any member to the Society but so that no member of the Council of Management 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 or other benefit in money or money's worth shall be given by the Society to any member of such Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member, and 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 any such payment.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum or 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 Society in pursuance of S.19 (1) of the Companies Act 1948.

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 for the adjustment of the rights of the contributories 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 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 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 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipt 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 in force 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.