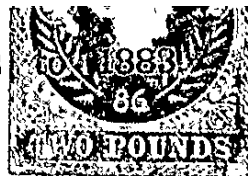




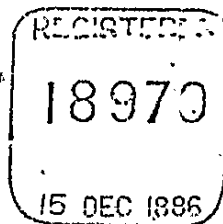
THE COMPANIES' ACTS, 1862



# Memorandum of Association

OF THE

## Bolton Volunteer Artillery Association, LIMITED.



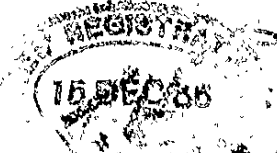
1. THE name of the Association is "THE BOLTON VOLUNTEER ARTILLERY ASSOCIATION, LIMITED."

2. THE Registered Office of the Association will be situated in England.

3. The objects for which the Association is established are:—

- (a) To foster, and encourage, and promote the well-being and efficiency of the Batteries of Volunteer Artillery stationed for the time being in, or within seven miles of, the Borough of Bolton, in the County of Lancaster, in such manner as the Association may from time to time think fit, and in particular to provide and manage grounds and places for drilling, exercise, and recreation, and gymnasia, reading rooms, newspaper rooms, writing rooms, refreshment rooms, and other conveniences.
- (b) To acquire on such terms as may be arranged the fee simple or any less estate or interest in the property known as Silverwell House, and the premises adjoining thereto situate at Bolton aforesaid.
- (c) To erect, maintain, alter, and improve any buildings upon any lands held by or belonging to the Association, and provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances and conveniences.
- (d) To supply, buy, sell, and deal in provisions of all kinds, whether solid or liquid, and tobacco and other articles which may be required by persons who occupy or visit the Association's property, and to promote the entertainment, amusement, and recreation of such persons in such manner as may seem expedient.

*Johnston Harrison & Powell  
5 Raymond Buildings*



- (e) To borrow or raise money by mortgage or by the issue of debentures, debenture stock, bonds, promissory notes, or otherwise, as may seem expedient.
- (f) To accept donations and subscriptions and endowments from any public or private body or person, upon any terms and conditions, and either to be applied for the purposes of the Association, or otherwise, and to subscribe money for charitable and benevolent purposes.
- (g) To let or permit the whole or any of the Association's property, rights, and privileges, to be occupied or used for the purposes of the said Bolton Batteries of Artillery, and on such terms and conditions as may be arranged, and either gratuitously or otherwise.
- (h) To promote and encourage in the Borough of Bolton, or within seven miles thereof, by means of lectures to be delivered there, and by such other means as the Association may think proper, the education of men and boys, and, in particular, to provide instruction in such sciences and arts as are applicable or ancillary to the manufacturing and engineering industries of the said Borough and District of Bolton, and to form, endow, and maintain such museums and collections of the products of science, or nature, and of works of art, libraries, and laboratories, as the Association shall from time to time think expedient, and for the purpose of furthering such education, to pay any fees and salaries to any professors, lecturers, teachers, and others who may assist in such teaching, and to make any charges and impose any fees upon scholars and others attending such teaching, and otherwise for the purpose of fostering such technical knowledge, and to grant prizes and donations, and to do any act which will further the same.
- (i) To undertake and execute any trusts which may seem to the Association conducive to any of its objects.
- (j) To invest and deal with the moneys not immediately required in such manner as may seem expedient.
- (k) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any of the property and rights of the Association.
- (l) To do such other things as are incidental or conducive to the above objects.

4. 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 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 among themselves, such amount as may be required not exceeding £1.

5. TRUE accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes 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 a Company, in pursuance of this Memorandum of Association.

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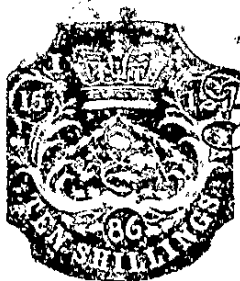
Names, Addresses, and Description of Subscribers.

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1. Robert Winder, of Bolton in the County of Lancaster  
Lieutenant Colonel of the 3<sup>rd</sup> Lancashire Artillery Volunteers.
  2. Frank Ainsworth of Great Lever, Bolton, <sup>in the County of Lancaster</sup> Major in the 3<sup>rd</sup>  
Lancashire Artillery Volunteers.
  3. Herbert E. Musgrave, of Bolton in the County of Lancaster.  
Captain in the 3<sup>rd</sup> Lancashire Artillery Volunteers.
  4. Wm Harry Lomax, of Bolton in the County of Lancaster  
Captain in the 3<sup>rd</sup> Lancashire Artillery Volunteers
  5. R. Cecil Winder, of Bolton in the County of Lancaster  
Lieut Captain in the 3<sup>rd</sup> Lancashire Artillery Volunteers
  6. Marshall Robinson, of Bolton in the County of Lancaster  
Captain in the 3<sup>rd</sup> Lancashire Artillery Volunteers
  7. Robert Patrick, M.D., of Bolton in the County of Lancaster  
Acting Surgeon to the 3<sup>rd</sup> Lancashire Artillery Volunteers.
- Joseph Maeph of Bolton in the County of Lancaster Captain in the  
3<sup>rd</sup> Lancashire Artillery Volunteers
- DATED the <sup>fourteenth</sup> day of December, 1886.

Witness to the above signatures.

J H Hollison  
Clerk to Messrs R & P C. Winder  
Solicitors  
Bolton



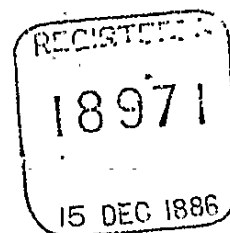
# Articles of Association



OF THE

## Bolton Volunteer Artillery Association,

LIMITED.



It is agreed as follows:---

### PRELIMINARY.

1. IN these Articles the word "Association" shall mean "The Bolton Volunteer Artillery Association, Limited," and unless there be something in the subject matter or context repugnant thereto, words denoting persons shall include corporations. Words importing the masculine gender shall include the feminine, and words importing the plural shall include the singular, and *vice versa*. The words "The Senior Officer" shall mean such officer being a member of this Association (and not being of the honorary rank), attached to the Third Lancashire Artillery Volunteers, or any Regiment or Brigade taking its place, as shall be senior in rank, and shall reside within five miles of the said Borough of Bolton. The "Artillery" shall mean the said Artillery.

2. FOR the purposes of registration the number of members of the Association shall be 20, but the committee for the time being may, whenever the purposes of the Association require it, register an increased number.

3. THESE Articles shall be construed with reference to the provisions of the Companies' Act, 1862 to 1883, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.

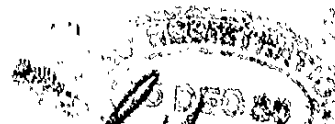
### ADOPTION OF AGREEMENT.

4. THE Association shall adopt an Agreement, dated the 26th day of October, 1886, made between Robert Massey Thirlwind, of the one part, and Robert Winder (who was acting on behalf of the Association), of the other part, being for the purchase of land and buildings situate at Bolton, in the County of Lancaster, and known as Silverwell House, and grounds, and shall carry the same into effect with or without modification.

### OFFICE OF THE ASSOCIATION.

5. THE Registered Office of the Association shall be in Bolton.

(12)



## MEMBERS.

6. THE members of the Association shall be the subscribers of the Memorandum and Articles of Association, and such of the members of the said Batteries of Volunteer Artillery stationed at Bolton, and any other person or persons approved of by the committee as shall be elected in accordance with these Articles, and none others shall be members of the Association or shall be entered on the register as such.

7. ANY such person who may be desirous of becoming a member of the Association, shall sign and deliver to the Secretary an application, in the form and to the effect following:—

To the Committee of the Bolton Volunteer Artillery Association, Limited,

Gentlemen,

I desire to become a member of the Bolton Volunteer Artillery Association, Limited, and I hereby agree if elected to be bound by all the conditions of the Memorandum and Articles of Association of the said Association.

## ADMISSION OF NEW MEMBERS.

8. ANY person other than the subscribers to the Association's Memorandum of Association desiring to be admitted a member of the Association must, in addition to making application as above, be proposed by a member and seconded by another member, by a note in writing recommending the candidate for election as a member, and sent to the Secretary. The Secretary shall forthwith notify to each member of the Association the name and address of the candidate, and the name of the members proposing and seconding him, and at a meeting of the committee, which shall be held next after the expiration of 14 days from the date of such notification, each candidate so proposed shall be voted for *viva voce* by the members of the committee then present. Each member of the committee present at any meeting of the committee shall for that purpose have one vote, and a bare majority shall decide the question. When any person is so elected, notice of his election shall forthwith be given to him, but he shall not be entitled to act as a member until he has acknowledged to the Association in writing the receipt of such notice, and within twenty-eight days after his election shall have signed a copy of these Articles of Association, expressing his willingness to be bound thereby. Until the signature of such Articles of Association, and in case the other members of the Association, or any one or more of them, shall have signed any deed or document guaranteeing any debt of the Association, or become in any way personally bound for the Association until he shall also (if so required by the committee) have signed such deed or document, and become bound in the same way and to such an extent as such other members of the Association, such candidate shall not become a member; any act done before such signature shall be illegal, and null, and void.

9. A member shall cease to be a member.

(a) If by notice in writing to the Association he resigns his membership.

(b) If he is requested to resign by resolution of a general meeting of the Association.

10. EXCEPT as otherwise provided by these Articles, the rights, property, and privileges of each member of the Association shall be personal to himself, and shall not be transferable or transmissible by act of the party or operation of law.

11. THE Association shall cause a register of members to be kept by the registrar or other proper officer to be appointed for the purpose, in which shall be entered the following particulars :—

- (a) The names, addresses, and descriptions of the members of the Association :
- (b) The date at which the name of any person was entered on the register as a member :
- (c) The date at which such person ceased to be a member.

#### GENERAL MEETINGS.

12. THE first general meeting of the Association shall be held at such time, not being more than one month after the registration of the Memorandum of Association of the Association, and at such place as the subscribers to the Association's Memorandum of Association, or the majority of them may determine.

13. SUBSEQUENT general meetings shall be held once in the year 1887, and in each subsequent year, at such time and place as may be prescribed by the Association in general meeting, and if no other time or place is prescribed, on the first Monday in November in every year, at such time and place as may be determined by the committee.

14. THE general meetings mentioned in the last preceding clause shall be called ordinary general meetings ; all other meetings of the Association shall be called extraordinary general meetings.

15. THE committee may, whenever they think fit, and they shall upon a requisition made in writing, by one-third of the members of the Association, convene an extraordinary general meeting.

16. 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. The meeting, whether convened by the committee or the requisitionists, must be convened for the purposes specified in the requisitions.

17. IN case the committee for fourteen days after such deposit fail to convene an extraordinary meeting, to be held within twenty-one days after such deposit, the requisitionists, or any other members, being together not less than one-third of the members, may themselves convene a meeting to be held within six weeks after such deposit.

18. SEVEN 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, by notice sent by post, or otherwise served as hereinafter provided. Whenever any meeting is adjourned for fourteen 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.

19. THE accidental omission to give any such notice to any of the members shall not invalidate any resolution passed at any such meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

20. THE business of an ordinary meeting shall be to receive and consider the statement of income and expenditure, the balance-sheet, the ordinary reports

of the committee and auditors, if any, and to transact any other business which under these presents ought to be transacted at an ordinary meeting. All other business transacted at an ordinary meeting, and all business transacted at an extraordinary meeting, shall be deemed special.

21. 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.

22. THE chairman of the committee if any (and in his absence, the Vice-chairman, if any), shall be entitled to take the chair at every general meeting. If such officers have not been appointed, or if neither of them be present at a meeting within fifteen minutes after the time appointed for holding such meeting, the members present shall choose a member of the committee as chairman, and if no member of the committee be present, or if all the members of the committee present decline to preside, then the members of the Association present shall choose one of their number to be chairman.

23. IF within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum, and may transact the business for which the meeting was called.

24. EVERY question submitted to a meeting shall, unless unanimously decided, be decided in the first instance by a show of hands, and in the case of an equality of votes, the chairman shall both on 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.

25. AT any general meeting (unless a poll is demanded by at least three members present in person, or by proxy) 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 the proceedings of the Association 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.

26. 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.

27. THE chairman of a general meeting may, with the consent of the meeting, adjourn the same from time to time, and 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.

28. 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.

29. ANY poll demanded upon any question of adjournment, or as to the election of a chairman, shall be taken at the meeting without adjournment.

30. EVERY member of the Association shall have one vote.

31. VOTES may be given personally or by proxy. The instrument appointing a proxy shall be in writing, under the hand of the appointor, and shall be attested by one or more witness or witnesses. No person shall be appointed a proxy who is not a member of the Association and qualified to vote.

32. THE instrument appointing a proxy shall be deposited at the registered office of the Association 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 month's from the date of its execution.

33. A vote given in accordance with the terms of an instrument of proxy, shall be valid, notwithstanding the previous death of the principal or revocation of the appointment, unless notice in writing of the death or revocation shall have been received at the office of the Association twenty-four hours at least before the meeting.

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

The Bolton Volunteer Artillery Association, Limited.

I \_\_\_\_\_ of \_\_\_\_\_ being a member of the  
in the County of \_\_\_\_\_  
above-named Association, hereby appoint  
of \_\_\_\_\_ (or failing him,  
of \_\_\_\_\_ failing him,  
of \_\_\_\_\_ ) as my proxy, to vote for me and on my  
behalf, at the ordinary, (or extraordinary, as the case may be) general  
meeting of the Association to be held on the  
day of \_\_\_\_\_ and at any adjournment thereof, (or at  
any meeting of the Association that may be held in the year \_\_\_\_\_).

AS Witness my hand this                      day of

Signed by the said

in the presence of

COMMITTEE.

35. THERE shall be a committee of management which shall constitute the executive of the Association, and shall consist of not less than four or more than twenty members. No person shall be qualified for office as a member of the committee unless he is a member of the Association.

36. THE first committee shall be appointed at the first ordinary general meeting of the Association, and until such appointment, the subscribers to the Association's Memorandum of Association shall be deemed for all purposes to be the committee.

37. EACH officer of the Artillery stationed at Bolton shall, if a member of the Association, be eligible to be a member of the committee.

38. THE committee shall have power to appoint any other persons to be members of the committee at any time before the first ordinary general meeting.



39. THE members of the committee shall act without remuneration.

40. THE continuing members of the committee may act notwithstanding any vacancy in their body.

41. THE office of a member of the committee shall be vacated.

(a) If he become bankrupt, or suspend payment, or compound with his creditors :

(b) If he be found lunatic or become of unsound mind :

(c) If he shall absent himself from the meetings of the committee during a period of six calendar months without special leave of absence from the committee :

(d) If he cease to be a member of the Association.

42. NO member of the committee shall be disqualified by his office from contracting with the Association either as a lender, vendor, or otherwise, but he shall not vote in regard to any such contract.

43. AT the ordinary general meeting to be held in the year 1887, and at the ordinary general meeting in each succeeding year, the whole of the members of the committee shall retire from office.

44. A retiring member of the committee shall be eligible for re-election.

45. ANY ordinary general meeting of the Association at which any members of the committee retire in manner aforesaid, or otherwise, shall fill up the vacated offices by electing a like number of persons to be members of the committee, unless at such meeting it is determined to reduce the number.

46. IF at any general meeting at which an election of members of the committee ought to take place, the places of the retiring members are not filled up, the retiring members, or such of them as have not had their places filled up, shall continue in office until the ordinary meeting in the next year, and so on from year to year until their places are filled up, unless it shall be determined at such general meeting to reduce the number.

47. THE Association in general meeting may from time to time increase or reduce the number of the committee, and alter their qualifications, and may also determine in what manner or rotation such increased or reduced number is to go out of office.

48. THE Association may by extraordinary resolution remove any member of the committee before the expiration of his period of office, and if thought fit, may by ordinary resolution appoint another person in his stead, and the person so appointed shall hold office during such time only as the party in whose place he is appointed would have held the same if he had not been removed.

49. ANY casual vacancy occurring among the committee may be filled up by the committee, but any person so chosen shall retain his office so long only as the vacating member would have retained the same if no vacancy had occurred.

#### PROCEEDINGS OF THE COMMITTEE.

50. THE committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and may

determine the quorum necessary for the transaction of business, and until otherwise determined, three members of the committee shall be a quorum. A member of the committee may, and the secretary, at the request of any such member, shall at any time summon a meeting of the committee.

51. QUESTIONS arising at any meeting of the committee shall be decided by a majority of votes, and in case of equality of votes the chairman shall have a second or casting vote.

52. THE senior officer shall, if a member of the committee, be the chairman thereof, and the next senior officer thereof shall, if a member of the committee, be the vice-chairman thereof, and subject as aforesaid, in the absence of the chairman, the vice-chairman shall preside. If neither be present at the time appointed for a meeting, the members of the committee present shall choose some one of their number to be chairman of such meeting.

53. A meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under these presents vested in or exerciseable by the committee generally.

54. THE committee may delegate any of their powers to sub-committees, consisting of such member or members of their body as they think fit. 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 on it by the committee.

55. THE meetings and proceedings of any such sub-committee, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the committee so far as the same are applicable thereto and are not superseded by the express terms of the appointment of the sub-committee, or by any such regulations as aforesaid.

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

57. A member of the committee may hold any other office under the Association in conjunction with his office as a member of the committee, and either with or without remuneration.

#### POWERS OF THE COMMITTEE.

58. THE management of the business and the control of the Association shall be vested in the committee, and the committee, 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 Association, and are not hereby or by the statutes expressly directed or required to be exercised or done by the Association in general meeting, but subject nevertheless to such regulations not being inconsistent with these presents, as may from time to time be made by extraordinary resolution, but no regulation shall invalidate any prior act of the committee which would have been valid if such regulation had not been made.

59. WITHOUT prejudice to the general powers conferred by the last preceding clause, and to the other powers and authorities hereby conferred, it is hereby expressly declared that the committee shall be entrusted with the following powers namely, power

- (1) To pay the costs, charges, and expenses preliminary and incidental to the formation and establishment of the Association.
- (2) To secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any of the property and rights of the Association for the time being, or in such other manner as they may think fit.
- (3) To appoint, and at their discretion remove or suspend such treasurers, managers, secretaries, officers, clerks, agents, and servants for permanent, temporary, or special services, as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties, and fix their salaries or emoluments, and to require security in such instances, and to such amount as they think fit.
- (4) To appoint any person or persons to accept and hold in trust for the Association any property belonging to the Association, or in which it is interested, and to execute and do all such deeds and things as may be requisite to vest the same in such person or persons.
- (5) To execute in the name and on behalf of the Association such mortgages, charges, and other securities on the Association's property (present and future) as they think fit, in favour of any member of the committee, or other officer, or member of the Association, who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Association, and any such instrument may contain a power of sale and such other powers, covenants, and provisions as may be agreed on.

THE committee shall have power to purchase or acquire from time to time on behalf of the Association all such lands and buildings as they may think necessary for the purpose of the Association, and every purchase or acquisition made by the committee in pursuance of this power may be made upon such terms and subject to such stipulations and conditions in every respect as the committee shall think fit, and the committee may authorise any one or more of their number to enter into any contract on behalf of the Association for the purchase or acquisition of any such sites or buildings as aforesaid, and every contract so entered into with the consent aforesaid, shall be binding on the Association.

61. THE committee shall have power to erect from time to time upon the lands comprised in the agreement referred to in the fourth of these Articles, and upon any lands which may be purchased or acquired as aforesaid, all such buildings as they may think necessary for the requirements of the Association, and to maintain, and from time to time to alter, enlarge, or improve such buildings, as they may think proper, and also to lay out any part of such lands for roads, approaches, gardens, recreation grounds, yards, or other conveniences, and maintain the same if they think proper so to do, and generally to do all things which they may consider necessary or proper to render the lands aforesaid, or any part thereof, fitted for the purposes of the Association. And for the purposes aforesaid, or any of them, to enter into all necessary contracts with architects and others, and the committee may, if they think fit, offer from time to time any premium or premiums for designs of buildings adapted to the objects of the Association.

62. THE Association may from time to time accept donations, subscriptions,

gifts, and endowments, either of money or property, or any other description whatsoever, including any money already subscribed or bestowed, and may apply the same, and the interest, income and accumulations thereof, for or towards the general purposes and benefit of the Association, or any special object connected with the Association according to the judgment of the committee, and the directions of the respective donors, subscribers, or founders, if any, and any such benefaction may be accepted upon any conditions which the committee may approve of.

63. THE committee may, among other things, apply any part of the capital or income of the Association for or towards the maintenance, insurance, preservation, improvement, or management of any property for the time being belonging to the Association, or in their occupation as tenants, or the paying off, or redeeming of any charge or mortgage, which may at any time be existing upon any property of the Association, or any debts or liabilities to which the Association may for the time being be liable.

64. THE committee may grant or concur in granting leases of, or let, or concur in letting, for a term of years, or for any shorter period, all or any part of the lands and buildings for the time being vested in the Association, for such terms, on such conditions, and at such rents, with or without fine, as the committee may think fit.

65. IT shall be lawful for the committee from time to time to sell or exchange any part of the real or leasehold property of the Association, and to give or receive any money for equality of exchange, and to apply the moneys produced by any such sale or exchange as part of the funds of the Association; and any such sale or exchange as aforesaid may be made, subject to such stipulations as to title or evidence of title or otherwise, as the committee may think fit, with power to the committee to rescind any contract for sale or exchange, and to re-sell or re-exchange without being responsible to the Association for any loss occasioned thereby, and any such sale as aforesaid may be made either by public auction or private contract, and either in consideration of a yearly fee farm, or other rent, or of a sum in gross, or partly in consideration of such a rent, and partly in consideration of a sum in gross, and may be made subject to such covenants or stipulations to be entered into by the purchaser, and such other covenants and conditions as the committee may consider proper.

66. IT shall be lawful for the committee to borrow from time to time on mortgage of all or any part of the present or future property of the Association, or on debentures of the Association, or otherwise, any sum or sums of money which they may think proper, and to apply the money so raised for the purposes of the Association, and any person lending any such moneys shall not be bound to enquire whether the authority of the Association has been given to the raising of the money borrowed, or otherwise as to the propriety or regularity of the loan.

67. THE committee shall invest the moneys from time to time belonging to the Association, and not required to be immediately applied for the purposes of the Association, in any of the public stocks or funds, or government securities of the United Kingdom, or India, or any Colony or Dependency of the United Kingdom, or on purchase or mortgage of any freehold, copyhold, or leasehold lands, rents, or hereditaments, in England or Wales, or in or upon the stocks, funds, shares, debentures, mortgages, or securities of any corporation, company, or public body, municipal, commercial, or otherwise, in the United Kingdom,

with power from time to time to vary such investments into or for others of any nature hereby authorised. It shall be lawful for the committee, if and so far as they are empowered so to do by the license of the Board of Trade, to invest all or any part of the moneys aforesaid, and for that purpose to convert into money or call in any stocks, funds, shares, or securities, in the purchase of any freehold, copyhold, or customary manors, messuages, lands, tenements, or hereditaments in the United Kingdom, for any estate of inheritance, or of any leasehold messuages, lands, tenements, or hereditaments in the United Kingdom, for any term of years whereof not less than sixty years shall be unexpired at the time of such purchase, or the enfranchisement of any copyhold hereditaments which shall have been purchased under this power, and all such hereditaments shall be conveyed, surrendered, or assigned to the Association, their successors or assigns, and shall be subject to the powers of sale, exchange, and leasing hereinbefore contained.

68. THE committee shall devise, and may from time to time break, alter, and renew the Common Seal of the Association, and shall make such provision as they shall from time to time deem expedient for the safe custody and for the use of the seal.

69. THE committee shall, besides the matters hereinbefore referred to, discharge such further or other functions as the Association in general meeting may from time to time direct.

#### ACCOUNTS AND REPORTS.

70. THE committee shall cause true accounts to be kept of all sums of money received and expended on account of the Association, and particulars of such receipt and expenditure, and of the credits and liabilities of the Association, and the books of account shall be kept at the registered office of the Association, (and subject to any reasonable restriction which may be imposed by the committee as to the time and manner of inspecting the same) shall be open to the inspection of any member of the Association.

71. AT the first ordinary general meeting of the Association, and at every subsequent ordinary general meeting, the committee shall lay before the Association a general report as to the Association and the affairs and position thereof, together with a statement of the income and expenditure of the Association since the last report, made up to the Thirtieth day of October next preceding such meeting, and a balance-sheet containing a summary of the property and liabilities of the Association.

#### DIVIDENDS.

72. 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, either 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 remuneration to any officers or servants of the Association, or to any members of the Association, or other person, in return for any services actually rendered to the Association, or by way of reimbursement of payments made, or costs, charges, or expenses incurred in or about the business of the Association, or on behalf of the Association, or the reward or payment in good faith to any member of the

Association of prize in money or kind, or any honorary distinction or emolument to which he would be entitled according to the rules and regulations of the Association, independently of his being a member, nor prevent the payment of any principal moneys owing to any members in respect of any loan to the Association, or the payment of any interest on any such moneys.

73. IF any member of the Association pays or receives any dividend, bonus, or other profit in contravention of the last paragraph, his liability shall be unlimited.

#### AUDIT.

74. ONCE at least in every year the accounts of the Association shall be examined, and the correctness of the statement and balance-sheet ascertained by competent auditors.

75. THE first auditors shall be appointed by the committee, subsequent auditors shall be appointed by the ordinary general meeting in each year.

76. THE remuneration of the auditors shall be fixed by the Association in general meeting. Any auditor quitting office shall be eligible for re-election.

77. THE auditors may be members of the Association, but no person shall be eligible as an auditor who is interested otherwise than as a member of the Association in any transaction thereof, and no member of the committee or other officer shall be eligible as auditor during his continuation in office.

78. IF any casual vacancy occurs in the office of auditor, the committee shall forthwith fill up the same.

79. THE auditors shall be supplied with copies of the statement of accounts and balance-sheet intended to be laid before the ordinary general meeting in each year, seven days at least before the meeting to which the same are to be submitted, and it shall be their duty to examine the same with the accounts and vouchers relating thereto, and to report to the meeting thereon.

#### NOTICES.

80. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered place of address.

81. A member whose registered place of address is not in the United Kingdom, may from time to time notify in writing to the Association some place in England which shall be deemed his registered place of address for the purpose of the last preceding clause hereof.

82. AS regards members, if any, who have no registered address, a notice posted up in the office shall be deemed to be duly served on them at the expiration of twenty-four hours after it is so posted.

83. ANY notice sent by post shall be deemed to have been served on the day following that on which the letter containing the same is posted, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put in the Post Office.

#### INDEMNITY.

84. EVERY member of the committee, manager, secretary, and other officer

or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the committee out of the funds of the Association, 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, or in any way in the discharge of his duties.

DATED the *fourteenth* day of December, 1886.

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Names, Addresses and Description of Subscribers.

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1. *Robert Winder of Bolton in the County of Lancaster*  
*Lieutenant Colonel of the 3<sup>rd</sup> Lancashire Artillery Volunteers*
2. *Frank Cresswell of Great Lever, Bolton, in the County of Lancaster,*  
*Major in the 3<sup>rd</sup> Lancashire Artillery Volunteers.*
3. *Herbert E. Musgrove of Bolton in the County of Lancaster*  
*Captain of the 3<sup>rd</sup> Lancashire Artillery Volunteers.*
4. *Wm Harry Lomax of Bolton in the County of Lancaster*  
*Captain of the 3<sup>rd</sup> Lancashire Artillery Volunteers*
5. *R. Cecil Winder of Bolton in the County of Lancaster*  
*Captain in the 3<sup>rd</sup> Lancashire Artillery Volunteers*
6. *Marshall Robinson of Bolton in the County*  
*of Lancaster, Captain in the 3<sup>rd</sup> Lancashire Artillery Volunteers.*
7. *Robert Patrick, M.D., of Bolton in the County of Lancaster*  
*Acting Surgeon to the 3<sup>rd</sup> Lancashire Artillery Volunteers.*
8. *Joseph Major of Bolton in the County of Lancaster*  
*Captain in the 3<sup>rd</sup> Lancashire Artillery Volunteers.*

Witness to the above signatures

*J. H. Ellison*

*Clerk to Messrs. R. & R. C. Winder*

*Solicitors*

*Bolton*

The Bolton Volunteer Artillery —

Association, \_\_\_\_\_

Limited, is Incorporated under the Companies' Acts, 1862 to 1883, as a *Limited*

Company, this Fifteenth day of December

One thousand eight hundred and eighty-six.

Ernest Chase

Asst.

Registrar of Joint Stock Companies.

Certificate of Incorporation received by:—

Edw. Dredge

pro R. R. M. M. M.

Bolton

Date 16<sup>th</sup> Dec 1886